MARVEL MASTERWORKS®

CAPTAIN AMERICA®

VOLUME 6

CAPTAIN AMERICA Nos. 137-148

STAN LEE, JOHN ROMITA & GARY FRIEDRICH

WITH SAL BUSCEMA

MARVEL

MARVEL MASTERWORKS

PRESENTS

VOLUME 6

COLLECTING

CAPTAIN AMERICA Nos. 137-148

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MARVEL MASTERWORKS
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Nos. 137-148

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INTRODUCTION
BY JOHN ROMITA

Captain America in a way bookends my life. I was eleven when the first issue was published. My friends in Brooklyn, all comics traders, were unaware that it was not the usual super hero book. My own reactions foreshadowed my future in comics. I showed them how different it was from all the others they had seen, and noticed the figures leaping out of the panels making every page so exciting. It was clear to me this "Simon and Kirby" were not doing the ordinary comics we'd known.

Eight years later, I did a sample inking page in response to a "cartoonist wanted" ad but it wasn't good enough to take it in and show it. The ad was for the Simon and Kirby studio on 5th Avenue in Manhattan. Fifteen years after that, having worked for Stan Lee and for DC for some time, I met Jack Kirby at Marvel's office and told him about my gutless youth. He told me I couldn't have been worse than the young artists they had hired and he'd have launched me properly! I wondered for years after what might have been had I tried my luck that day.

In 1953, just out of the Army, I was given a shot at a revival of Captain America. Excited, but worried at the prospect of fouling up an homage to the character so important to me as a boy, I did my best. We did some short stories in *Young Men* with the legendary Bill Everett on Sub-Mariner and Dick Ayers on the Human Torch. Then Stan gave me a chance with a full book of Cap adventures… heaven! It lasted just three issues, to my chagrin. That was a blow to my ego since the Sub-Mariner continued monthly. Stan assured me the art was not the reason for the cancellation. It was actually the social and political climate of the '50s. Captain America, and indeed the flag itself, was suddenly too "chauvinistic" for the confused folks of the time, and it took years until Cap was accepted again.

And here I am back with Captain America.

This collection of stories is a joy for me to discuss, and when you read each issue, you'll understand why I feel this way.

The great Gene Colan had produced a long and memorable run on *Captain America* prior to the first story in this volume and here we have the last of his run—and what a way to bow out! In *Captain America* #137, you'll find Spider-Man tangling with the Falcon (with a hapless Harry Osborn in the middle). Through twists and turns, action scenes galore and more, Gene builds the tension between Cap and the Falcon ominously.

Gene was a gifted illustrator who took no shortcuts with his work and could convince readers they were witnessing real people in real settings at every moment. It's the most vital skill a comics artist can possess. Together with his elaborate technique and style, that makes for dynamite reading. Notice how he animates Redwing in flight to add a sense of movement and speed to the action—there was never anyone quite like Gene Colan in our field, and very little chance we'll see one again. He lives on in his remarkable body of work.

Another thing to look for in this issue is the marvelous inking artistry of Bill Everett. What a powerful technique and dimension to add to Gene's work. Bill was a trailblazer for all of us artists who follow his roadmap and try to give readers what they love to see.

Together these two giants made a very tough act to follow.

I was always following great artists like Kirby, Ditko, Kane or Buscema. It kept me humble for years, since each time I had to do so, I had doubts about being up to the task. Fortunately, most of the time I had Stan Lee in my corner to tell me he never doubted me. A bit like Dumbo's feather?

Having Spider-Man carry over as a guest along with a wild plot helped settle me into my first issue. I must remark on the goofy cover I did for the issue. I must have been in a masochistic mood to put that many elements into it, all those rivets and girders and webbing—self-destructive!

The other thing that gave me trouble was that (deleted) motorcycle, which I hated to draw…but Stan loved that bike. (He also did it to me with Peter Parker.) Cap stories were harder for me, to be honest. Lots of vehicles like tanks, trucks, aircraft and high tech gear—I like to draw people!

Captain America's cast of characters was my cup of tea: a wide range of personalities with problems to solve. We had neighborhood leaders with demands, citizens threatened by thugs, and Cap, Sam and Spidey trying to work it out and satisfy all of them. Stan and I tried to entertain our readers while showing them that working together can solve some problems. Never give up, we said. I penciled and inked this one and had a ball with my brushwork and lots of blacks…felt like *Terry and the Pirates* to me.

I also loved my cover to *Captain America* #139 which has Steve Rogers trying to choose between being Captain America and a policeman. It captures the human element that I liked to depict.

In this issue, you'll see me having some fun in a tribute to Jack Kirby by showing flashbacks to Steve being berated by his World War II boss, Sgt. Duffy, while Sgt. Muldoon, NYPD (who I visually based on Jack) gives him the same treatment.

We also introduced a striking and fabulous lady named Leila into the Falcon's life and, as usual, Stan let me design her look and it's dynamite. "The Man" was great at taking a new "actor" and giving her a fantastic personality to fit her looks.

He always asked me not to make "background" figures too interesting because he felt the urge to give them a "life." He's a master at endowing all new characters with a perfectly fitting "life story" at the drop of a hat. He always astounded me that way.

An interesting old villain pops up in issue #140: the Grey Gargoyle, with the deadly touch! Both Cap and the Falcon battle with him, and our heroes must try to stop him without letting him even touch them. Decades of Kirby battle "choreography" danced in my head like diagrams to follow. Newcomers will get a quick origin of the scary man of stone as a bonus. Hold your breath when the Falcon turns on Cap; it's this kind of twist that is typical of Marvel and why the stories never get old.

Speaking of never getting old, the inker of these pages was a master from the Golden Age of comics. He worked with all the greats of the late 1930s and '40s on Batman and countless other characters and was known as "Inky" Roussos. George Roussos was at Marvel for most of my years there. He inked some of the early Marvel classics like Kirby's Sgt. Fury and Ditko's Doctor Strange and worked as both a penciler and inker for Stan in the 1950s. He was a great colorist, doing many of our covers over the decades. Quite a character in his own life, a world traveler and animal lover who every winter would feed deer in his back yard, he couldn't accept my need to retire and asked why I'd leave Marvel to stay at home. "Inky" worked until he died in his mid-eighties. I admired him and miss him.

The cover of *Captain America* #141 was yours truly channeling Kirby. I still do not know how I did that one. Here you can find some sleight of hand: after we look *down* from a great height on the cover, then we turn the page and look *up* on the title splash! And you thought our roller-coaster stories were all fly-by-the-seat-of-the-pants?

My pencil work on this book has me wondering if I was a different artist on *Captain America* and *The Fantastic Four* than when I did other non-Kirby-styled features.

Joe Sinnott contributes his dazzling inking to this issue as well as the next. He made all of our pencilers look good. We Marvel artists were all blessed with such a splendid group of inkers. Just in these pages alone we have Sinnott, Bill Everett, George "Inky" Roussos, "Big" John Verpoorten, as well as myself (he said modestly).

Stan and I had a ball mixing the Grey Gargoyle, who looks like he belongs in the 19th century, into a futuristic, high-tech battle with Cap and S.H.I.E.L.D. You'll get a kick out of seeing some of our good guys being turned to stone and, in particular, find the Falcon giving his partner, Cap, a battle to remember while under the sway of the Grey Gargoyle.

Stan would step aside after this issue and hand the scripting chores over to young Gary Friedrich

for the last seven issues in this volume while keeping his editor's hat in place, overseeing how we completed what he started.

Gary jumped in with both feet without missing a beat. I can't recall if Gary was in on the plotting session, but he picked up on the flow of the storyline and brought us along with him. My guess is Gary added some current touches and in-the-moment dialogue to the Marvel scene and Stan didn't miss in trying him out.

Captain America #142 began one of my proudest stretches in all my years at Marvel. The cover was fun to do with figures darting in all directions, putting fans on notice—this is going to a blast! The action never lets up and the interplay between all those exotic characters allowed me to use every bit of my experience to pull off the conclusion.

Gary filled in the gaps with snappy dialogue and kept the pace crisp and the readers guessing. There were enough close calls to make it as suspenseful as possible. We planted a seed for the next couple issues to whet the readers' appetites, a few scenes with that explosive lady activist, Leila, giving warnings and making threats!

I like to think of the next two issues of my run on *Captain America* (#143-144) as my *Gone With the Wind* period. By that I mean an epic event, longer than the typical issue. All we lacked in this extravaganza was widescreen, stereophonic sound, and a dark theatre. In addition, I'd like to point out that I used more ink on these pages than on a dozen *Spider-Man* issues.

Issue #143 was packed with more than the typical issue and became a "novel" in my mind. From the Statue of Liberty at the start, I felt as though I was involved in an Alfred Hitchcock thriller.

Our all-star cast—Cap, Sharon Carter, the Falcon, Nick Fury, Sgt. Muldoon, and Leila—made this a great treat for all the readers and a grand memory for me. The tension of the fearful and intense citizens of inner city New York searching for something better, while a villain for all time, the Red Skull, upped the ante even more.

One memory persists of Gary Friedrich's plot direction for page 16, a full page of characters facing a crucial moment, "This is your kind of page, John, go to it!" When the balloons and sound effects were added to the finished penciled page it was the Marvel Method at its best.

Every time I look through these pages, I'm so proud of them and grateful to Marvel, Stan Lee, Gary Friedrich, Sam Rosen and the colorist (unfortunately uncredited).

We finished the epic in the first half of issue #144 with our then president, Richard Nixon, and some of his cabinet added to the cast helping our heroes. I must add, this was before the Watergate fiasco gave Mr. Nixon some real problems.

Then in the second half of the issue not only does the Falcon get a new costume, but the great Gray Morrow does a rare stint on Captain America with a magnificent flair.

Gray was an accomplished illustrator who gave other artists the urge to do more elaborate renderings. I was always impressed by those few artists like Gray who worked longer hours by choice, never settling for simpler technique to avoid deadline problems. Gene Colan and Gray must have lost a lot of sleep, not to mention income. With their dedication they always put out their best work.

The legendary Gil Kane took the penciling gig on #145, probably to free me up for covers or designing some new costumes, I can't recall. Being a full time Art Director made this a common thing in those days.

Gil was a giant in comics, few others being as versatile a dramatic storyteller as he. In his decades of delivering quality work with believability and intelligence, there wasn't a type of story he couldn't thrive in…super hero, Western, science-fiction, war, fantasy, jungle or detective. He created paperback graphic novels, a two-tier syndicated sci-fi strip, and worked in TV animation, producing a spectacular amount of work.

I did get to ink Gil's pencils on this issue and, as I've often said, every time I inked a Kane job I learned something. "Skyjacked" was no exception.

In the early '70s we went through an alarming number of aircraft hijackings with many terrorized passengers caught in the middle. Marvel, the mirror on society as always, put it into the mix while entertaining us.

Hydra agents fit the profile for hijackers and Cap, Sharon Carter and the new S.H.I.E.L.D. Femme Force came ready to match their threat. With the Femme Force and other new characters we tried to bring more female heroes into our books to get young lady readers to join the Marvel audience.

I had to pitch in and pencil the last seven pages of the issue and had fun as one Femme agent gets Sharon jealous over Cap, who greets the whole thing with impatience before a shocking turn of events ends the spat.

Sal Buscema answers the call to pencil issue #146, launching a very long run of his own, revealing the staying power that put Sal in the company of the best in the business. John Verpoorten's slick inks makes it even better as the skyjacking battle morphs into a mystery with an unknown party pulling the strings.

Somewhat in his brother's shadow early on, Sal kept his focus, watching and learning which pencil tricks worked and those that failed with every chance he had to ink. When given the opportunity, he was ready. He inked *Captain America* #114 over my pencils early on and felt he leaned how to approach the panel-by-panel sequences the Marvel way from the experience. As Art Director, I was pleased to see that kind of progress occur. Not everyone is able to do it.

"Big" John Bucema cast a shadow over most of us, but Sal stepped out on his own and did loads of top-flight work at Marvel and it's a credit to his tenacity and talent. We all learned from each other and it started with Stan Lee, whose guidance helped us all.

Cap #147's cover is a Gil Kane winner that makes a reader want to turn the page and dive into the story. Sal and Gary smoothly expanded the scope of the story while our mystery man makes his move and the suspense builds. Who? Why? When a striking woman appears, readers of *Amazing Spider-Man* will suddenly realize the identity of the mystery man.

The striking woman is Vanessa, the Kingpin's wife, as always, trying to prevent him from doing wrong. When Stan and I introduced her into the Marvel Universe, I designed her as my Dragon Lady (of *Terry and the Pirates* fame), my favorite character in the strip that formed my love of stories told in pictures.

We used her to give the Kingpin a human, family side. I loved that we could call on that for another series months later, allowing us to work their conflict into Captain America's adventures. This added another dimension to the whole thing. When we were able to develop such elements they always helped with future plotlines. It is gratifying when it works this well.

We conclude with, *Cap* #148, which opens with two of Marvel's greatest villains facing off—the Red Skull and the Kingpin—and it keeps getting better as we approach the end of our wild ride. Sal and Gary managed to work in Stan and Jack's "Sleeper" doomsday robots to ratchet up the level of combat. More Marvel Magic. We didn't always plan these extended storylines, so they often took on a life of their own. Our ability to make them seem well planned was the magic.

Weaving all the elements poured into these twelve issues is quite an accomplishment considering how many of us took turns carrying the ball. A lot of special, dedicated people have graced these pages with their talent and made my years at Marvel so much more than I could have wished for.

JOHN ROMITA

2012

CAPT. AMERICA

15¢ CC | 137 MAY

MARVEL™ COMICS GROUP

CAPTAIN AMERICA AND THE FALCON™

APPROVED BY THE COMICS CODE AUTHORITY

TO STALK THE SPIDER-MAN!

Sal Buscema

CAPTAIN AMERICA, AND THE FALCON™

TO STALK THE SPIDER-MAN

THAT'S PRETTY *LUCKY* FOR US, CAP--

THE *MOLE MAN* KEPT HIS WORD.

HE'S RAISING US TO THE *SURFACE* ON A SOLIDIFIED *LEVI-BEAM!*

--'CAUSE JUST LIKE TONY STARK *WARNED* ME--

--THE *FUEL* IN MY FLYING GIZMO RAN *OUT* DOWN THERE!

*LAST ISH WE SAW CAP AND THE FIGHTING FALCON TRAPPED BELOW THE SURFACE OF EARTH IN THE MYSTERIOUS KINGDOM OF THE **MOLE MAN!***
*BUT, FORTUNE WAS **WITH** THEM--AND WITH **US,** AS WELL--'CAUSE THEY'RE COMING BACK SAFE, IN TIME FOR-- **SPIDER-MAN!***

STORY BY **STAN LEE**
PENCILLING BY **GENE COLAN**
EMBELLISHMENT BY **BILL EVERETT**
LETTERING BY **ARTIE SIMEK**

--AND **NOW,** IT'S TIME TO **SOCK** IT TO YA!

BOY! I'LL BET THEY NEVER EXPECTED TO SEE *US* AGAIN.

I WONDER--IF *SHARON* IS UP THERE, IN THE CROWD?

IT'S A *MIRACLE!* THEY'RE *SAFE!* THE FALCON *RESCUED* HIM SOMEHOW!

HE'S *ALIVE!* CAP IS REALLY *ALIVE!*

BETCHA NEVER EXPECTED TO SEE *HIM* AGAIN, LADY.

IT SEEMED SO--HORRIBLY *HOPELESS!* I--DIDN'T DARE TO *DREAM...*

I THOUGHT--MY WHOLE WORLD--HAD *ENDED...* FOREVER--

SHARON!

FOR THE LUVVA *PETE!* SHE'S *FAINTIN'!*

SHE'LL BE *ALL RIGHT,* COLONEL! SHE'S BEEN UNDER A GREAT *STRAIN.*

I'LL LET HER *REST* IN THE FIRST AID SHACK.

YEAH, YOU *DO* THAT, DOC.

THE POOR KID CAN *USE* IT.

SECONDS LATER--

YOU'LL HAVE TO GET RID OF YOUR **ATOMIC WASTE MATTER** SOMEWHERE **ELSE,** GENERAL.

THE **MOLE MAN** DOESN'T WANT EARTH'S CORE **POLLUTED.**

AND HE MAKES A MIGHTY BAD **ENEMY.**

MAYBE THIS IS A LESSON FOR **ALL** OF US, GENTLEMEN.

WE CAN NO LONGER **DESPOIL** THE PLANET WE LIVE ON--

MP

SOONER OR LATER, WE'LL ALL HAVE TO PAY THE **PRICE.**

SAY, PARTNER--BEFORE IT SLIPS MY MIND--THANKS FOR SAVING THE OL' MAN'S **LIFE.**

STRANGE--EVERYBODY SEEMS TO **BE** HERE, EXCEPT--**SHARON.**

I GUESS SHE JUST DIDN'T **CARE** ENOUGH... TO WAIT.

S'MATTER, MAN? YOU SUDDENLY LOOK **BLEHHH.**

FORGET IT! LET'S TAKE OFF.

DON'T **MENTION** IT! AT LEAST IT TOOK ME **AWAY** FROM THE TV.

AND, JUST AS THE MUFFLED ROAR OF CAP'S CYCLE FADES AWAY INTO THE GATHERING NIGHT--

I--I'M ALL RIGHT NOW, DOCTOR.

BUT, CAP--I HAVE TO GO OUT--TO SEE HIM.

'FRAID IT'S A BIT TOO LATE, MISS CARTER.

HE AND THE FALCON JUST LEFT.

THEY LEFT? YOU MEAN-- HE DIDN'T EVEN WAIT TO SEE ME?

TELL ME, SAM--HAVE YOU EVER BEEN IN LOVE?

SURE, MAN--LOTS'A TIMES.

THAT'S NOT WHAT I MEAN.

I MEAN THE ONE TIME-- WHEN IT COUNTS.

THAT WHAT'S BUGGIN' YOU, STEVE? SHARON?

I DUNNO! MAYBE IT'S JUST SOMETHING I ATE.

--YOU ALWAYS TOLD ME NOT TO WHEEL AROUND IN COSTUME-- 'LESS WE HAD TO.

YOU MUST BE UPTIGHT, PARTNER--

HUH? OH, I--I DIDN'T REALIZE...

WELL, IT'S LATE--AND IT'S DARK--

NO ONE'S APT TO SEE US NOW!

THIS CRUMMY HOLE IN THE WALL SURE AINT NO BAT CAVE--

BUT IT'S BETTER'N LEAVIN' THE BIKE OUTSIDE --TO BE PINCHED.

HEY, WOULDN'T THAT BE A KICK?

IMAGINE SOMEONE SWIPIN' CAPTAIN AMERICA'S CYCLE!

YEAH.

BOY! YOU'RE A REAL BUNDLE'A LAUGHS TONIGHT!

GET OFF MY BACK, MISTER!

IF YOU'RE LOOKIN' FOR A STRAIGHT MAN, TRY SOMEPLACE ELSE!

OKAY, OKAY! MAYBE I WILL.

SEE YA AROUND, MAN.

YEAH-- SURE.

I NEVER SAW 'IM THIS WAY BEFORE.

THAT CHICK'S GOT HIM BUGGED--BUT GOOD.

J.A TAYLOR

ROMAN

CH GROCERIES

BUT I NEVER SIGNED NO CONTRACT TO BE HIS WHIPPING BOY.

ANY TIME HE WANTS'A TRADE GRIPES, I'LL MATCH 'IM TWO FOR ONE.

DA

I FIGURE ANY BLACK MAN CAN.

TROUBLE IS, I'M JUST A LIGHTWEIGHT COMPARED TO HIM.

HE'S GOT THE REP.

IT FIGURES! HE'S BEEN AT IT FOR TWENTY YEARS!

SOCIAL WORK FIRST FLOOR

BUT GIVE ME TIME! I'LL GET THERE YET.

OKAY, FIGARO, YOU CAN STAY *INSIDE* FOR A WHILE.

AS LONG AS *REDWING* STAYS OUT ON THE *WINDOW LEDGE*, I WON'T HAVETA *WORRY* ABOUT YOU.

BUT DON'TCHA *BUG* 'IM, HEAR?

HE'S *ONE* PARTNER WHO AINT TEMPERA-MENTAL.

AS FOR *ME*--

MAYBE IT'S TIME I STARTED MAKIN' IT-- ON MY *OWN*.

LET'S *TRAVEL*, REDWING.

WE'RE GONNA MAKE THE *FALCON* AS FAMOUS AS *CAPTAIN AMERICA*--

--OR BUST A GUT *TRYIN'!*

STAY ON *TOP* OF IT, SOUL BROTHER--MAYBE WE'LL GET *LUCKY*.

HEY! WHO'S *UPSTAGIN'* ME?

IT'S *SPIDER-MAN!* BUT WHAT'S HIS *HURRY?*

THAT CAT'S *'WAY* OUTTA HIS TERRITORY.

IT'S BAD ENOUGH I GOTTA COMPETE WITH *CAP*.

NOW I GET IT! THE FUZZ ARE AFTER 'IM.

MAN! THIS IS WHAT I BEEN WAITING FOR.

NOBODY'S EVER STOPPED HIM YET.

AND THE GUY WHO DOES WILL HAVE IT MADE.

WHICH IS WHY IT'S GOTTA BE--

--THE FALCON WHO BRINGS IN SPIDER-MAN.

THAT WEBBING OF HIS IS THE NEXT THING TO FLYIN!

BUT HOW DO I KEEP UP WITH HIM?

AND I'M RUNNIN' OUTTA CLOTHES-LINES AND FIRE ESCAPES.

BUT, AT LEAST REDWING CAN STAY WITH 'IM.

SO, ALL I HAVETA **DO** IS FOLLOW REDWING, AND SOONER OR LATER--

HEY! SOMEONE'S IN **TROUBLE**-- RIGHT **BELOW** ME.

IT'S A **MUGGING!**

HELP!

THIS WON'T BE THE SAME AS NABBING **SPIDER-MAN**--

BUT I GOTTA **PLAY** 'EM AS I **GET** 'EM.

MY **PURSE!** DON'T **TAKE** IT! IT'S MY **FOOD** MONEY!

LET'S **SHUT** 'ER UP.

STAY **WITH** IT, SISTER! **THEY** AINT GONNA GET NOTHIN'.

--'CEPT FOR A FEW **LUMPS**--COMPLIMENTS OF THE **FALCON.**

LOOKS LIKE I LOST **SPIDER-MAN** BY NOW-- SO IT'S ALL UP TO **REDWING.**

HE'S GOTTA SPOT WHERE HE **GOES**-- THEN FLY BACK AND **LEAD** ME THERE.

HEY! WHAT'S GOIN' ON THERE?

CAN'TCHA TELL? WE'RE FILMIN' A DOCUMENTARY.

JUST ASK THE LADY, MISTER! SHE'S THE SCRIPT GIRL.

SHE'LL TELL YA ALL ABOUT IT.

ME, I GOT OTHER THINGS TO DO.

NO SIGN OF REDWING! I'D BETTER GET BACK TO THE ROOF AND WAIT.

MINUTES LATER--

HEY! WHAT'RE YOU DOIN', MAN?

KLUNK!

HEADS UP, PARTNER!

THOUGHT I'D GET IN A LITTLE PRACTICE WHILE YOU WERE OFF SULKING.

I *WASN'T* SULKIN'! I JUST HAD *THINGS* TO DO.

CALL IT WHAT YOU *WILL*, SAM! I FIGURE YOU'RE *ENTITLED.*

I SHOULDN'T HAVE LET OFF *STEAM* THE WAY I DID.

SO I'VE BEEN *HOPING* YOU'D GET BACK SOON--

--TO GIVE ME A CHANCE TO *APOLOGIZE.*

WELL, *SAY* SOMETHING, WILLYA?

WANT ME TO THINK YOU'RE A *RACIST?*

AWW, *SHUT UP*-- PARTNER.

REDWING! WHAT I'VE BEEN *WAITING* FOR!

WATCH *THIS*, FALC--

MY *BOOMERANG* TOSS.

I GUESS THAT'S *ENOUGH* FOR TODAY.

WANNA SPLIT A *PIZZA,* SAM?

COUNT ME *OUT,* STEVE! I'M IN THE MOOD FOR *SOUL FOOD.*

CATCH YA *LATER,* MAN.

SOMETHING'S ON HIS *MIND*-- SOMETHING HE'S *KEEPING* FROM ME.

WELL, HE'LL *TELL* ME WHEN HE'S *READY.*

I FEEL LIKE A *HEEL* NOT LEVELLIN' WITH CAP--

BUT THERE'S *SOME* THINGS A MAN'S GOTTA DO ON HIS *OWN.*

ANYWAY, I'LL EVEN RATE HIGHER WITH *CAP* IF I CAN TAKE *SPIDER-MAN --ALONE.*

FINALLY, REDWING CIRCLES, THEN SILENTLY ALIGHTS UPON A WINDOW LEDGE--

THAT MUST BE WHERE I'LL *FIND* HIM.

WITH *REDWING* MARKIN' THE SPOT, I'LL *LOWER* MYSELF FROM THE ROOF--

WHILE, WITHIN THE ROOM--

I'M GOING OUT FOR THE *LAST EDITION,* HARRY-- TO CATCH THE *SCORES.*

TAKE YOUR *TIME,* PETE--

I'M NOT SCARED OF THE *DARK.*

SO *THAT'S* SPIDER-MAN.

HE DON'T LOOK LIKE SO MUCH TO *ME.*

WONDER WHERE HE HIDES HIS *MUSCLES?*

A *NOISE!* COMING FROM THE WIN--

HEY! WHO *ARE* YOU? WHAT ARE YOU *DOING* THERE?

ONE THING YOU CAN BE *SURE* OF--

I *AINT* SNOW WHITE!

IF--THIS IS A *BURGLARY* --YOU'RE WASTING YOUR *TIME.*

12

DON'T TRY TO PUT ME *ON,* MISTER! I *KNOW* WHO YOU ARE!

ALTHOUGH--I DIDN'T FIGURE YOU TO BE SO *WEAK!*

YOU'RE OUTTA YOUR *SKULL!* YOU MUST BE *NUTS!*

NUTS, AM I? *REDWING* LED ME RIGHT *TO* YA--

AND *REDWING* DOESN'T MAKE MISTAKES!

C'MON--*QUIT* THE ACT, SMART GUY! YOU'RE NOT *FOOLIN'* ANYONE.

I *KNOW* YOU CAN PUT UP A BETTER FIGHT THAN *THIS!*

13

OKAY, IF YOU WANNA MAKE IT *EASY* FOR ME, THAT'S *YOUR* BUSINESS.

NO! *NO!*

NOW *C'MON--*

WE GOT US A *DATE--* AT THE *PRECINCT.*

HELP!

LET *GO!* YOU *CAN'T--! NO!*

THAT-- SOUNDS LIKE *HARRY!*

BUT, *WHAT--??*

IT'S THE *FALCON!* HE WAS *FOLLOWING* ME BEFORE--

AND NOW HE'S GOT *HARRY!*

DUNNO WHAT IT'S ALL *ABOUT--* BUT I'VE GOTTA HELP POOR *HARRY!*

CAN'T GO AFTER 'EM LIKE *THIS!* IF I CAN GRAB MY *COSTUME* IN TIME--!

BUT, I JUST DON'T *GET* IT--

THE *FALCON* RECENTLY TEAMED UP WITH *CAPTAIN AMERICA--*

WHAT CAN *HARRY* HAVE TO DO WITH EITHER OF *THEM?*

WELL, THERE'S ONLY *ONE* WAY TO FIND *OUT--*

I *STILL* DON'T GET IT! *KIDNAPPING* JUST ISN'T CAP'S *STYLE.*

UNLESS--THE FALCON'S DOING THIS ON HIS *OWN.*

MAYBE CAP DOESN'T EVEN *KNOW!*

THEY SAY CAPTAIN AMERICA *TRAINED* THE FALCON--TAUGHT HIM ALL HE *KNOWS.*

IF *THAT'S* THE CASE--HE'LL BE NO *PUSH-OVER.*

BUT, NO MATTER *HOW* SKILLFUL HE IS--HE'S STILL A NORMAL *MAN.*

WHILE *I* HAVE--MY *SPIDER STRENGTH!*

I *SEE* HIM--DOWN BELOW.

THWIPP!

I NEVER REALIZED THE *FALCON* WAS SO *BIG.*

HARRY'S LIKE A *PEANUT* NEXT TO HIM DOWN THERE.

HOLD IT, BIG MAN!

THAT'S AS *FAR* AS YOU GO!

SPIDER-MAN!

BUT-- THEN *WHO--?*

NOW I GET IT!

HE THOUGHT HE WAS GRABBING *ME!*

WOW! DOES *HE* HAVE ANOTHER THINK COMING!

LET *GO* OF HIM, FALCON!

IF YOU'RE LOOKING FOR *COMPANY--* TRY *ME!*

SO--I HAD THE **WRONG** MAN ALL ALONG!

IF I'M YOUR PIGEON, YOU SURE **DID,** FELLA!

NICE OF YOU TO DROP **BY** AND SET THINGS **STRAIGHT.**

LOOK, PAL--WHY DON'T YOU JUST **SPLIT** WHILE YOU **CAN!**

I KNOW YOU'RE **CAPTAIN AMERICA'S** PRIDE 'N JOY--

BUT YOU HAVEN'T A **CHANCE** AGAINST **ME.**

WHY--YOU SWELL-HEADED **EGO-TRIPPER--**

IT'LL SAVE ME THE **TROUBLE** OF GOING OUT TO **FIND** YOU AGAIN!

HEY! HOW'D YOU **MOVE** SO FAST?

YOU CALL **THIS** FAST?

YOU SHOULD **SEE** ME WHEN I'M NOT **RESTING!**

YOU'RE **BORING** ME, FALCON!

IF CAP'S **BUGGED** ABOUT SOME-THING, HE CAN **TELL** ME SO **HIMSELF.**

ZOK!

WAIT! YOU'RE-- NOT RUNNIN' **OUT--** ON **ME!**

RUNNING **OUT?** I'M JUST WAITING FOR YOU TO SEND **NUMBER ONE!**

CAP! WHY MUST IT ALWAYS BE **CAP?**

I'LL **PROVE** I CAN DO IT--ON MY **OWN!**

HAVE YOU HAD **ENOUGH** YET?

OKAY, WALL-CRAWLER-- NOW IT'S MY TURN!

I'LL SHOW YA WHAT THE FALCON'S MADE OF!

CAP'S MY PARTNER-- SURE! BUT NO ONE HAS TO WET NURSE ME!

I'VE--HIT YOU WITH EVERY THING I'VE GOT--

WHAT'S KEEP-ING YOU UP?

WHY DON'T YOU ASK YOUR PARTNER?

CAPTAIN AMERICA CAN TELL YOU ABOUT MY STRENGTH.

HE'D HAVE MORE SENSE THAN TO SLUG IT OUT.

BUT SOME GUYS HAVE TO LEARN THE HARD WAY.

THEY'VE *FORGOTTEN* ABOUT ME! NOW'S MY CHANCE TO TAKE *OFF.*

THEY CAN *BOTH* BRAIN EACH OTHER FOR ALL I CARE!

HARRY'S *LEAVING*-- AND *I* WILL, TOO.

BUT FIRST-- MY *SPIDEY TRACER.*

THAT'LL *LEAD* ME TO HIM LATER ON--

--SO I CAN LEARN *WHY* HE WAS SO ANXIOUS TO *CATCH* ME.

BUT FOR *NOW*--I'LL LET HIM SLEEP IT OFF.

HOWEVER, HERE'S ONE MAN WHO'S GETTING NO SLEEP AT ALL--

AHH, SHE'S SOUNDING *BETTER* NOW.

I *KNEW* THE TROUBLE WAS IN THE *CARBURETOR.*

I'LL HEAD FOR THE *HIGHWAY,* SO I CAN *OPEN* HER UP.

BRROOM

BROOMM

MIGHT AS WELL KILL SOME *TIME*--

--TILL THE *FALCON* RETURNS.

BRROOM

REDWING!

THAT'S WHAT I CALL COMING IN ON *CUE.*

BUT--WHAT HAPPENED TO *SAM?*

THEN, AFTER USING THE HAWK AS A GUIDE--

I'LL FIND SPIDER-MAN! NO MATTER HOW STRONG HE IS--I'LL BEAT 'IM--SOMEHOW.

FALCON! SO THERE YOU ARE.

WHAT IS IT, SAM? WHAT'S WRONG?

NOTHING! WE'RE PARTNERS--THAT'S ENOUGH.

DON'T TRY TO BE MY CHAPLAIN, TOO!

OKAY--IF THAT'S HOW YOU WANT IT! I'LL SEE YOU LATER.

YEAH--I GOT THINGS TO DO.

LOOK! LOOK WHO IT IS!

SHUDDUP! TURN DOWN THE BLOCK.

THEY MUSTN'T SEE US.

IT'S THE SHIELD-SLINGER 'N HIS STOOGE--THE TWO CREEPS WHO BUSTED UP OUR RACKET!*

HEY--CAP'S LEAVIN'! THE FALCON'S ALL ALONE.

BUT YA GOTTA BE CAREFUL! YOU'RE STILL OUT ON BAIL.

I DIDN'T GET WHERE I AM BY BEING CAREFUL!

FIRST, WE GET THE FALCON! AND THEN, WITH NO PARTNER TO HELP HIM, CAPTAIN AMERICA WILL BE EASY!

LET'S GO! STONEFACE MUST HAVE HIS REVENGE!

*IT HAPPENED IN ISH #133, RIGHT? WRONG! IT WAS #134! JUST TESTING YOU! --STAN.

NEXT

CAPTAIN AMERICA
THE FALCON
SPIDER-MAN
AND
STONE FACE
GET IT ALL TOGETHER!

CAPT. AMERICA

15¢ CC

138 JUNE

MARVEL COMICS GROUP

CAPTAIN AMERICA AND THE FALCON

APPROVED BY THE COMICS CODE AUTHORITY

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ROMITA

CAPTAIN AMERICA, AND THE FALCON™

IT HAPPENS IN HARLEM!

LAST ISH, WE SAW THE **FALCON** ATTACKING THE AMAZING **SPIDER-MAN** BY HIMSELF, IN AN EFFORT TO PROVE THAT HE COULD **MAKE IT** WITHOUT HIS PARTNER, **CAPTAIN AMERICA!** BUT THE WEB-SLINGER WAS **TOO MUCH** FOR HIM, AND MANAGED TO SECRETLY PLANT HIS **SPIDEY TRACER** ON THE DARK-SKINNED DYNAMO--

NOW, AS OUR TORRID TALE **BEGINS**, THE FALCON **STILL** HASN'T TOLD CAP ABOUT HIS ENCOUNTER WITH **SPIDER-MAN**--AND HE'S **STILL** UNAWARE THAT SPIDEY'S SMALL, ELECTRONIC **BEEPER** HAS BEEN HIDDEN BENEATH HIS BELT! AND HE'S NOT ABOUT TO **FIND** IT--'CAUSE THINGS ARE GONNA **POP**--

HE'S **KEEPING** SOMETHING FROM ME--I CAN **TELL.**

BUT I WON'T **PRESSURE** HIM. HE'LL CLUE ME IN WHEN HE'S **READY.**

SO LONG, CAP! SEE YA AROUND.

BY: **STAN LEE** AND **JOHN ROMITA**
ARTIE SIMEK, LETTERER

ALAS, NEITHER **CAP** NOR THE **FALCON** ARE AWARE THAT THE SLEEK **LIMOUSINE**, SLOWLY DRAWING NEAR, CONTAINS THE MURDEROUS **STONE FACE**--THE EVIL HARLEM MOBSTER WHO HAS VOWED **REVENGE** UPON OUR UNSUSPECTING HEROES! AND NOW THAT WE'RE UPDATED, LET'S GET **TO** IT, TROOPS! THERE'S A LOT OF **STORY** AHEAD--

555

GLAD CAP DIDN'T *BUG* ME ABOUT WHAT *HAPPENED.*

I *STILL* WANT ANOTHER CRACK AT *SPIDER-MAN*-- BY *MYSELF.*

KKAAAAAAAAAA

HEY, WHAT *IS* IT, *REDWING?*

THE BLASTED BIRD *ALERTED* 'IM.

SO *WHAT?* HE CAN'T *DO* NOTHIN'.

TWO OF *STONE FACE'S* TORPEDOES!

YOU GOTTA BE *NUTS* TO TACKLE *ME.*

HEY--THAT CAT'S TOO *MUCH!* BENNY 'N CHICO CAN'T *TAKE* 'IM.

DON'T JUST *SIT* THERE! START THE *ENGINE!*

WE'RE *MOVIN'* *IN!*

YOU THINK YOU'RE JUMPIN' SOME CHEAP, STREET-CORNER *HOOD?*

THIS IS THE *FALCON,* MAN--

AND, JUST IN CASE YOU'RE NOT GETTIN' THE *MESSAGE*--

THOK!

NOW! BENNY AN' CHICO ARE IN THE *CLEAR.*

GET 'IM!

THAT *CAR*-- GUNNING ITS *MOTOR*--

IT'S COMIN' RIGHT *AT* ME!

NO TIME TO LEAP CLEAR--
THE ALLEY'S TOO NARROW!
REDWING! REDWING! THE WINDSHIELD--
BOSS-- I CAN'T SEE!
THE BIRD'S BEATIN' ITS WINGS-- IN FRONT'A MY EYES--
KA-AAAA
IT WORKED! HE SWERVED JUST ENOUGH TO-- UNNHH!
THUMP!
BAM
STRAIGHTEN 'ER OUT, YOU FOOL! YOU'RE GONNA CRASH!
THE BRAKE-- HURRY! HIT THE BRAKE!
KU-RAK
OUT COLD, HUH? YOU'RE LUCKY, YOU SLOB!
THAT'S NOTHIN' TO WHAT I'LL DO TO YA IF YOU RUINED THE GRILLWORK UP FRONT.
BENNY! CHICO! GET BACK HERE, YA CREEPS.
THE FALCON AINT GONNA STAY ASLEEP FOREVER.
OKAY, BOSS-- OKAY! WE'RE COMIN'!

BUT-- WHAT ABOUT BLASTED *HAWK?*

IT WON'T LET US GIT *NEAR* 'IM.

YOU GOT A *ROD,* AINT YA? *USE* IT!

I'M *USIN'* IT-- I'M *USIN'* IT.

EVER TRY TO HIT A MOVIN' *HAWK?*

WHO CARES IF YA *HIT* 'IM OR NOT?

--JUST SO LONG AS HE TAKES *OFF.*

THAT BIRD'S NEARLY *HUMAN!* HE KNOWS WHEN HE'S *HAD* IT.

SAVE THE PHILOSOPHY! GET THE *FALCON* IN THE CAR! *MOVE!*

WITH *HIM* AS OUR HOSTAGE, *CAPTAIN AMERICA* WILL BE EATIN' OUT OF OUR *HANDS.*

HEY-- THERE'S SOMETHIN' UNDER HIS *BELT.*

SO *WHAT?* THIS AINT NO *FASHION SHOW.*

C'MON-- *C'MON--* WE GOT *THINGS* TA DO.

MEANWHILE, IN ANOTHER PART OF TOWN--

I'D BETTER SEE IF *HARRY'S* OKAY BEFORE I GO AFTER THE *FALCON* AGAIN.*

*DUE TO A **MISUNDERSTANDING**, THE FALCON HAD TACKLED **HARRY OSBORN**, SPIDEY'S **ROOMMATE**, THINKING HE WAS THE MASKED WEB-SWINGER. --S.

THE POOR GUY WAS ALMOST IN A STATE OF **SHOCK** BY THE TIME I **REACHED** HIM. AND WHO CAN **BLAME** HIM?

THE **FALCON'S** NOT EXACTLY THE TYPE OF CHARACTER A FELLA LIKE **HARRY** WOULD WANT FOR AN **ENEMY.**

IN FACT, ENEMIES LIKE HIM **I** CAN LIVE WITHOUT, TOO.

HI, HARRY! MAN, DID I SLEEP LIKE A **LOG!**

I THOUGHT YOU'D **NEVER** WAKE UP AND UNLOCK YOUR DOOR.

SAY, WHAT'S **WRONG?** YOU LOOK ALL SHOOK UP.

WAIT'LL I TELL YOU WHAT **HAPPENED** TO ME--

A *FEW MINUTES LATER--*

BUT, WHAT WOULD MAKE THE **FALCON** BREAK IN HERE AND TRY TO **CAPTURE** YOU?

I JUST **TOLD** YOU! HE KEPT ACCUSING ME OF BEING **SPIDER-MAN!**

BUT THAT DOESN'T MAKE **SENSE,** HARRY! WHY **YOU?**

I DON'T **KNOW**--BUT, IF THE **REAL** SPIDER-MAN HADN'T COME BY WHEN HE DID--

YOU'VE SEEN SPIDER-MAN, PETE! YOU'VE SHOT **PICTURES** OF HIM.

I THOUGHT MAYBE **YOU'D** HAVE SOME IDEA--

NOPE! IT'S A MYSTERY TO **ME,** HARRY.

BUT **LOOK**--THE FALCON MADE A **MISTAKE**--AND HE **REALIZED** IT WHEN HE SAW THE **REAL** SPIDER-MAN.

I GUESS YOU'RE **RIGHT,** PETE! I MIGHT AS WELL **FORGET** IT.

SO, IF THE **WALL-CRAWLER** IS THE ONE HE'S AFTER, HE WON'T BE BOTHERING **YOU** AGAIN.

SURE-- **SPIDEY'S** THE ONE WHO SHOULD BE **WORRIED.**

AND NOW THAT I TOOK CARE OF **THAT--**

SPIDEY'S GONNA DO A LOT **MORE** THAN JUST WORRY.

I'LL SWING AROUND TOWN TILL I *HOME IN* ON MY LITTLE *BEEPER*--

AND *THEN* I'LL FIND OUT WHAT THE FALCON'S REALLY *UP* TO.

THWIPP!

AND, AS THE WEB OF FATE DRAWS EVER TIGHTER--

I DON'T *LIKE* THE FALCON KEEPING *SECRETS* FROM ME--

HE MAY BE MY PARTNER IN *CRIME-FIGHTING*--

BUT THERE'S NOTHING I CAN *DO* ABOUT IT.

BUT HE *STILL* HAS TO BE HIS OWN *MAN.*

ANYWAY, WE *ALL* HAVE THINGS WE'D RATHER NOT *TALK* ABOUT--

JUST LIKE *I* CAN'T GET MYSELF TO TALK ABOUT-- *SHARON.*

AND YET, NO MATTER WHERE I *GO*--WHAT I *DO*--SHE'S ALWAYS ON MY *MIND.*

AND, DAY BY DAY-- LITTLE BY LITTLE-- I'M BEGINNING TO *REALIZE* ONE THING--

SHE MEANS *MORE* TO ME THAN ANYTHING *ELSE!*

EVEN *MORE* THAN MY EMPTY LIFE AS-- *CAPTAIN AMERICA.*

IF I THOUGHT WE COULD *MAKE* IT TOGETHER, I'D GIVE UP *EVERY-THING*--

BUT, MAYBE I WON'T *HAVE* TO! MAYBE THERE'S *ANOTHER* WAY--

IF I COULD GET A PART-TIME *JOB*-- OFFER HER THE CHANCE OF A NORMAL *HOME LIFE*--

OOPS-- SNAP *OUT* OF IT, ROGERS! SOME-ONE'S AT THE *DOOR.*

NOK! NOK!

IT'S *OPEN*-- COME IN.

HELLO TOBY.

I'M LOOKIN' FOR MY *UNCLE!* I GOTTA *TELL* 'IM SOMETHING.

SAM ISN'T *HERE,* SON.

I'LL TAKE A MESSAGE.

WELL, YOU JUST TELL 'IM THAT *STONE FACE* IS OUT ON BAIL.

THAT MEANS HARLEM'S IN FOR SOME *BIG* TROUBLE--

--'CAUSE HE'LL BE OUT TO GET HIS *TURF* BACK!

EVERY *RACKET* AROUND HERE WAS UNDER HIS *THUMB*--

AND *STONE FACE* AINT ABOUT TO *FORGET* IT AND BECOME A PEACE-LOVIN' NINE-TO-FIVER!

ANYWAY, YOU BE SURE 'N TELL MY UNCLE TO STEER *CLEAR* OF 'IM.

SAM WILSON MAY BE THE BEST *SOCIAL WORKER* IN HARLEM--

BUT *STONE FACE* CAN CHEW UP *20* LIKE HIM FOR BREAKFAST!

AND I DON'T WANT MY FAVORITE *RELATIVE* GETTIN' HURT! DIG?

TOBY REMEMBERS HOW SAM ONCE *HELPED* HIM BREAK FREE OF STONE FACE'S *INFLUENCE*--*

BUT THE DANGER'S EVEN *GREATER* THAN HE THINKS.

BECAUSE, WHILE *SAM WILSON* MAY BE WILLING TO COOL IT--THE *FALCON* WON'T!

*IT HAPPENED A FEW ISSUES AGO--BUT LET'S NOT REHASH IT NOW. --S.

MAYBE *THAT'S* WHAT HE WAS KEEPING FROM ME.

MAYBE THE *FALCON* WANTS TO TACKLE STONE FACE ON HIS *OWN.*

KKAAAAAA

REDWING! BEATING HIS WINGS *FRANTICALLY*-- TRYING TO *TELL* ME SOMETHING.

THE *FALCON* MUST BE IN *DANGER!*

NO TIME FOR MY *BIKE!* REDWING'S NOT *WAITING!*

I'VE GOT TO FOLLOW *SOMEHOW*-- AS BEST I *CAN.*

THIS IS *INSANE!* HOW LONG CAN I HOPE TO KEEP UP WITH A SPEEDING *HAWK?*

BUT, I'VE *NO* OTHER CHOICE! I CAN'T FAIL MY *PARTNER.*

IT--IT'S STARTING TO *RAIN!* IT'LL *SLOW* ME DOWN!

IT'S BECOMING A *SHOWER!* I CAN HARDLY KEEP REDWING IN *SIGHT.*

AND THE *WIRES*-- GETTING TOO *SLIPPERY!*

IT'S NO *USE!* I CAN'T *SEE* HIM ANY MORE.

THE RAIN IS TOO *THICK*-- TOO *BLINDING.*

ALL I CAN DO IS *WAIT*-- AND HOPE IT STOPS *SOON* ENOUGH FOR ME TO PICK UP HIS *TRAIL* AGAIN.

FFT

MEANWHILE, ON UPPER PARK AVENUE, IN THE HEART OF HARLEM--

LUCKILY, THE RAIN CAN'T AFFECT MY SPIDEY TRACER.

IF THE FALCON IS ANYWHERE AROUND-- I'M BOUND TO FIND HIM.

IN FACT, I'M BEGINNING TO TINGLE NOW...

THAT LIMOUSINE-- PASSING RIGHT BELOW ME--

THERE'S NO DOUBT ABOUT IT.

IT HAS TO BE-- HIM!

AND, INSIDE THE UNSUSPECTING VEHICLE--

I DON'T LIKE IT, BOSS! HE'LL BE DANGEROUS WHEN HE COMES TO.

NOT AS DANGEROUS AS STONE FACE! KEEP HIM COVERED--AND SHUT UP!

WE'RE DONE WITH PENNY-ANTE RACKETS! I GOT PLANNIN' TO DO--BIG PLANNIN'.

WITH THE FALCON IN OUR HANDS, CAPTAIN AMERICA WILL BE NEXT!

THEN, WHEN THE NEWS IS OUT--NOBODY'LL DARE TRY'N STOP US!

THIS TOWN'LL BE MINE! MINE!

BUT, IF STONE FACE KNEW WHAT **WE** KNOW, HE MIGHT NOT BE SO **CERTAIN**--

THEY'RE BACKING INTO THAT **WAREHOUSE** BUILDING.

BUT WHAT'S THE **FALCON** DOING IN A **LIMOUSINE?**

WHAT'LL WE **DO** WITH 'IM, BOSS?

PUT HIM ON **ICE** TILL I **NEED** 'IM!

FIRST, I GOT A **BIG DEAL** TO TAKE CARE OF--WITH A HIGH-BINDER FROM THE STATE **CAPITOL.**

THE STATE **CAPITAL?**

YOU **HEARD** ME, MAN.

I **TOLD** YA WE'RE IN THE **BIG LEAGUES** NOW.

THIS ISN'T WHAT I **EXPECTED.**

LOOKS LIKE THE FALCON'S A **PRISONER.**

TIE 'IM UP REAL **GOOD.**

YOU DON'T HAVETA TELL **ME.**

I'M NOT LOOKIN' TO TANGLE WITH **HIM** AGAIN.

I'VE BEEN WORKING ON THIS OUTFIT ALL **DAY,** STONE FACE.

I MADE IT JUST LIKE YOU **WANTED** IT.

YEAH, YEAH! IT'S GOTTA BE JUST **RIGHT** FOR WHEN WHITEY GETS HERE.

I'M GONNA PLAY UP THIS **ETHNIC** BIT FOR ALL IT'S WORTH! IT CAN'T **MISS.**

WE'RE JUST IN **TIME,** BOSS! THE **MAN** IS HERE.

OKAY! OKAY! LET'S GO INTO OUR **ACT.**

MY NAME IS HARRISON.! I REPRESENT THE GOVERNOR.

I WANT TO MAKE IT CLEAR THAT HE WAS MOST DISTURBED BY YOUR THINLY-VEILED THREAT.

THREAT.? STONE FACE DON'T THREATEN, MAN.! I WAS JUST STATIN' A FACT.

IF YOU WANNA BUILD A STATE OFFICE BUILDING IN THIS NEIGHBORHOOD, IT CAN'T BE DONE, 'LESS I GIVE YA THE GO-AHEAD.

BUT THE OFFICE BUILDING WILL IMPROVE THE AREA --AND PROVIDE HUNDREDS OF NEW JOBS.

DON'T TRY'N SMART-MOUTH ME, MAN!

YOU WANNA BUILD THAT JOINT HERE.? THEN YOU MAKE A DONATION TO MY COMMUNITY CENTER--

LIKE A COOL MILLION BUCKS-- ALL CASH!

'CAUSE IF YA DON'T, MY PEOPLE AINT GONNA LIKE YOU BUILDIN' THAT DUMP.! AND YOU'LL SEE RIOTS AND BURNIN' LIKE YA NEVER SAW BEFORE.

JUST YOU REMEMBER-- I'M THE ONE THEY LISTEN TO HERE! WHAT I SAY GOES!

WHILE, IN ANOTHER PART OF THE BUILDING--

HEY, GUYS-- WHERE'S THE ACTION.?

I HEARD SOMETHIN'! THERE'S SOMEONE OUT HERE.

YOU CAN SAY *THAT* AGAIN, BRIGHT BOY.

HEY! WHA--?

WHO'S *THERE?* WHAT'S GOIN' *ON?*

ZPOW!

I THOUGHT YOU'D NEVER *ASK.*

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FORGIVE MY *HASTE,* BRIGHT-EYES--

BUT, SINCE I DON'T GET *PAID* FOR THIS--

THERE'S NO SENSE WASTING ALL *NIGHT.*

BESIDES, THE *FALCON'S* THE ONE I WANT.

I'M SURE GLAD IT STOPPED *RAINING*--

NOTHING'S *WORSE* THAN SWINGING 'ROUND TOWN IN A WET *PLAYSUIT.*

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AT THAT MOMENT, SOMEONE **ELSE** IS EQUALLY GLAD THAT THE DOWNPOUR HAS ENDED--

IT'S **REDWING!** HE CAME **BACK** FOR ME.

WHEN SAM WILSON **TRAINS** A BIRD--HE **STAYS** TRAINED.

AND **NOW**-- I CAN **FOLLOW** HIM.

LEAD **ON,** LITTLE FRIEND--

I'M **RIGHT** BEHIND YOU.

AND, AS CAP DRAWS EVER **CLOSER**--

SPIDER-MAN! HOW--HOW DID YOU **FIND** ME?

WHY'D YOU TAKE ME **AWAY?**

I **FIGURED** YOU'D BE WAKING UP BY NOW.

AND I WASN'T ABOUT TO **LEAVE** YOU THERE--

--NOT TILL I LEARNED **WHY** YOU TRIED TO TACKLE ME WHEN-- **HEY!**

'CAUSE YOU'RE WANTED BY THE **LAW,** MAN.

AND MAYBE I'M TRYIN' TO **PROVE** SOMETHING--TO A **PARTNER** OF MINE.

SO **THAT'S** IT, HUH?

WELL, I'M GLAD IT'S NOTHING **PERSONAL**--

BUT YOU'LL HAVE TO DO YOUR **PROVING** WITH SOMEONE **ELSE.**

UHH

I'VE GOT **OTHER** FISH TO FRY.

OH NO YOU DON'T!

FAST AS YOU ARE-- YOU'RE NOT UNBEATABLE.

HEY! I THOUGHT YOUR SHIELD-SLINGING PARTNER WAS THE ONLY ONE WHO COULD UNWIND THAT WAY.

THAT SOCK MIGHT HAVE STOPPED A WHOLE GAGGLE OF GOONS, MISTER--

BUT, IMMODEST AS IT MAY SOUND, YOU'RE UP AGAINST A GENT WITH SPIDER STRENGTH.

AND NOW-- YOU'RE GONNA LISTEN TO REASON.

--EVEN IF I HAVE TO WASTE ALL THIS WEBBING TO HOLD YOU STILL.

YOU RUNTY WEB-HEAD-- I DON'T CARE HOW STRONG YOU ARE.

YOU AINT PUTTIN' THE FALCON DOWN.

NOBODY'S PUTTIN' YOU DOWN, BIG FELLA--

I'M JUST TRYIN' TO KEEP YOU FROM PULVERIZING ME.

AFTER ALL, WE'RE IN THE SAME LINE OF WORK.

OKAY, SO I'M WANTED-- BUT IT'S A BUM RAP! I NEVER HURT ANYBODY.

IF YOU WANNA PROVE HOW GOOD YOU ARE--TRY SOMEONE LIKE STONE FACE.

HEY! SOME-THING'S WRONG! MY SPIDEY SENSE IS TINGLING.

LOOK OUT! BEHIND YOU--

KKKAAAAAAAA

SZZZZK!

MY SHOULDER!

REDWING-- NO! GO BACK! IT'S ALL RIGHT.

RYNG!

OH NO! NOT YOU, TOO!

YOU BET IT'S ME, MISTER!

FIGHT THE FALCON AND YOU FIGHT ME, TOO!

NOW GET DOWN OFF THERE-- BEFORE I DRAG YOU DOWN.

NUTS! I'VE HAD IT! EVERYONE THINKS IT'S OPEN SEASON ON SPIDER-MAN!

WELL, I'LL JUST SHOW YOU THAT-- WYYOWW!

YOU'LL SHOW US NOTHING!

BTONG!

CAP--HOLD IT! DON'T MAKE THE SAME MISTAKE I DID.

HE'S NOT THE ONE WE SHOULD BE FIGHTING! HE WAS JUST TRYIN' TO DRUM SOME SENSE INTO MY THICK SKULL.

PARTNER, YOU SURE GET YOUR LEARNING THE HARD WAY.

CLUE ME IN, HUH? WHAT'S GOING ON HERE?

THEN, ALL BUT **OBLIVIOUS** TO THE COMMOTION THEY HAVE CAUSED **BELOW**--

IT'S **STONE FACE!** HE'S THREATENING THE GOVERNOR'S AIDE.

JODY **WARNED** ME HE WAS OUT TO CAUSE **TROUBLE** IN HARLEM.

THEN WHAT ARE WE **WAITING** FOR.?

A VERY **COGENT** QUERY, CAP.

FIRST, WE HAVE TO FREE THE **FALCON.**

OKAY--AS LONG AS HE'S SIMMERED **DOWN.**

YOU PICKED **SOME** PARD, CAP! HE'S AS TOUGH TO HANDLE AS **YOU.**

THAT'S **ALL** I WANTED TO HEAR.

NOW LET'S **GO**--AND DO OUR **THING.**

FOLLOW **ME!** I'LL LEAD YOU RIGHT TO HIS **HIDEOUT.**

HURRY! WE'VE GOT A LITTLE **SCORE** TO SETTLE WITH STONE FACE.

AND **THIS** TIME WE DO IT AS A **TEAM!**

THWIPP!

AND, AT THAT VERY INSTANT--(THREE SECONDS LATER, TO BE PRECISE)--

YOU'RE ASKING THE STATE TO PAY A **MILLION DOLLARS** TO YOUR COMMUNITY CENTER! BUT WE ALL KNOW THE MONEY WILL GO INTO **YOUR** POCKET--THE **PEOPLE** WILL SEE **NONE** OF IT.

BLACKMAIL? WHO SAID ANYTHING ABOUT **BLACKMAIL?**

YOU CAN'T **BLACKMAIL** US LIKE THAT.

I'M TALKIN' 'BOUT **RIOTS,** MAN!

ONE WORD FROM **ME,** AND THIS TOWN BECOMES A **POWDER KEG!**

SO IF YOU WANNA **BUILD** YOUR CRUMMY SKYSCRAPER, YOU BETTER COME **ACROSS,** HEAR?

WE WOULDN'T WANT THE **GOVERNOR** TO LEARN YOU HAD AN UNFORTUNATE **ACCIDENT,** WOULD WE?

DON'T **WORRY** ABOUT IT, STONE FACE! NOTHING'LL HAPPEN TO **ANYONE**-- 'CEPT **YOU!**

THAT **VOICE!** THE **FALCON!** BUT--IT **CAN'T** BE! HE--HE'S MY **PRISONER!**

NOT ANY **MORE** HE ISN'T!

BUT I'LL JUST GET THIS GENT TO **SAFETY,** AND LET YOU FIND **OUT** ABOUT IT BY **YOURSELF.**

SPIDER-MAN! HIM **TOO!** **SHOOT,** YOU FOOLS! GUN 'IM **DOWN!**

WHY BOTHER WITH **HIM?** I'LL GIVE YOU A **BETTER** TARGET.

THE PARTY'S **OVER,** STONE FACE! IT'S TIME TO PAY THE **PIPER.**

CAPTAIN AMERICA! YOU WON'T **GET** ME-- A **SECOND** TIME.

THAT *SHIELD* OF YOURS CAN'T HOLD OUR BULLETS OFF *FOREVER.*

KEEP *FIRIN'*, BOYS! YA GOT 'IM *PINNED-DOWN!* HE'S *FINISHED!*

DON'T *BET* ON IT--

--NOT WHILE MY *PARTNER'S* ON THE SCENE!

KRAK!!

YOU *FORGOT* ABOUT ME, HUH?

SHOULDN'TA *DONE* IT, MAN.

BLOK!

OKAY, CAP--IT'S *CLEAN-UP* TIME!

MUCH *OBLIGED,* FALCON.

NICE OF YOU TO LEAVE SOME-THING FOR THE *OLD MAN* TO DO.

SPONK

BRAKKA

BUT DON'T HOG *ALL* THE FUN, PARTNER--

YOU DON'T WANT OL' FALC TO GET *STALE.*

NICE GOING, SON-- BUT THERE'S TROUBLE *BEHIND* YOU!

REMEMBER *MANEUVER SIX* THAT WE PRACTICED?

YOU *KNOW* IT, MAN!

SO GIMME *ROOM*-- 'CAUSE HERE IT *COMES*--

PKOW!

WOW! IT WAS LIKE A SYMPHONY!

I'M NEVER KNOCKIN' OUR TEAM-UP AGAIN! WE'RE GOOD, HEAR?

THAT'S WHAT I'VE BEEN TRYING TO TELL YOU-- PARTNER.

MINUTES LATER--

YOU SHOULD'A STUCK TO YOUR NUMBERS, STONE FACE.

YOU WERE NEVER CUT OUT FOR THE BIG TIME.

THERE'S SOMEONE WAITING FOR YOU, CAP--IN THAT CAR.

STEVE LOOKS TENSE-- NERVOUS! NOW WHAT'S UP?

OH! I--I THOUGHT IT MIGHT BE YOU.

I'LL HAVE TO ASK YOU TO COME WITH ME NOW.

WE CAN'T PUT IT OFF--ANY LONGER.

I--HAVE TO LEAVE FOR A WHILE! CAN'T EXPLAIN WHAT IT IS--YET.

BUT I'LL BE BACK-- JUST AS SOON AS I CAN.

SURE, CAP! I CAN TAKE CARE OF MYSELF! I'M A BIG BOY NOW.

NEVER SAW 'IM LIKE THIS BEFORE! IT MUST BE SERIOUS.

SOMETHING'S IN THE WIND, REDWING-- AND IT'S GIVIN' ME BAD VIBES.

I GOT A FEELING THAT CAP'LL NEVER BE-- THE SAME AGAIN!

NEXT:

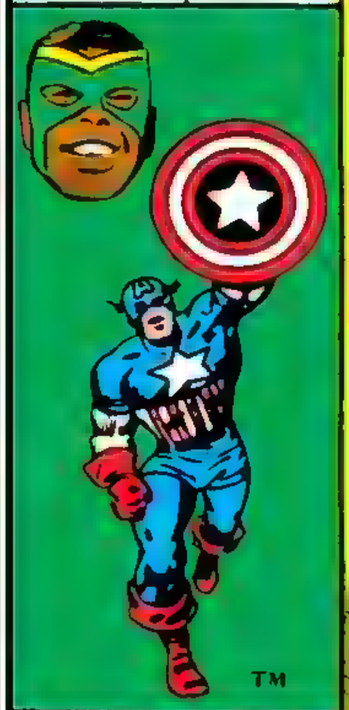
THE SURPRISE OF THE YEAR!

THE SECRET LIFE OF CAPTAIN AMERICA!

CAPT. AMERICA

15¢ CC

139 JULY 02453



MARVEL™ COMICS GROUP

CAPTAIN AMERICA™ AND THE FALCON™

APPROVED BY THE COMICS CODE AUTHORITY

THE FATEFUL CHOICE!

ONCE I DECIDE--

-- THERE CAN BE *NO* TURNING BACK!

SHOCKING! STARTLING! *DON'T MISS* THE **TURNING POINT** IN CAP'S LIFE!

CAPTAIN AMERICA, AND THE FALCON™

THE BADGE AND THE BETRAYAL!

NEW! DIFFERENT! INTRODUCING-- THE SECRET LIFE OF CAPTAIN AMERICA!

I DIDN'T KNOW IT WAS SO *SERIOUS*

I WOULDN'T HAVE *SENT* FOR YOU THIS *SUDDENLY*-- THIS *SECRETLY*-- IF IT WEREN'T *URGENT*

I'M ASKING YOU TO TAKE A *DANGEROUS*, THANKLESS JOB, WHICH MAY *DESTROY* YOU-- AS IT'S DESTROYED THE *OTHERS*

PRODUCED WITH PARDONABLE PRIDE BY:
STAN LEE *and* **JOHN ROMITA**

LETTERED WITH RECKLESS ABANDON BY
ARTIE SIMEK

PURCHASED AND PERUSED BY *YOU*, THE UNSUNG *HERO* OF OUR MAJESTIC MARVEL TEAM

LAST ISSUE, THE **FALCON** (AND WE) SAW A MYSTERIOUS **FIGURE** IN AN OFFICIAL-LOOKING CAR CALL TO **CAP!** MINUTES LATER, OUR RED-WHITE-AND-BLUE **AVENGER** ENTERED THE HIGH-POWERED VEHICLE AND DROVE **OFF**, WITHOUT A WORD OF EXPLANATION TO HIS MYSTIFIED **PARTNER** (OR TO US)! HOWEVER, **WE'RE** GONNA LEARN WHAT IT'S ALL ABOUT EVEN BEFORE THE **FALCON** DOES! WATCH--

6247

KEEP *TALKING*, COMMISSIONER! DANGER'S NEVER *YET* SCARED ME OFF

IF YOU'VE A *JOB* THAT ONLY *CAPTAIN AMERICA* CAN DO--LET'S *HAVE* IT

THAT'S JUST THE *POINT!* CAPTAIN AMERICA *CAN'T* DO IT

THERE'S A DEADLY *MYSTERY* HANGING OVER THE CITY-- AND IT'S GONNA TAKE AN UNDER-COVER *COP* TO SOLVE IT

AND IF IT *ISN'T* SOLVED, AND SOLVED *FAST*, THERE'LL BE NO LAW OR SAFETY *LEFT!* NEW YORK'LL BECOME A *JUNGLE*

OKAY, I'M *HOOKED!* SUPPOSE YOU CLUE ME *IN?*

SEE THESE? THEY'RE THE BADGES OF *SEVEN PATROLMEN* WHO HAVE-- *VANISHED*

SEVEN OF OUR *BEST, MOST TRUSTED* OFFICERS--MISSING-- WITHOUT A *TRACE!* AND THAT'S NOT *ALL*--

KLANG!

MORE THAN A DOZEN DIFFERENT *CITY OFFICIALS* HAVE DISAPPEARED--AS IF THE EARTH *SWALLOWED* THEM UP

THERE'S A DEADLY, MURDEROUS *POWER* LOOSE IN THE CITY-- AND IT'S OUT TO *CRUSH* US

NOT IF *I* CAN HELP IT

I *FIGURED* YOU'D SAY THAT

OKAY, COMMISSIONER --COUNT ME *IN*

BUT WHY THE *UNDERCOVER COP* BIT?

SO YOU CAN BE A *DECOY,* SON! YOU'RE THE *BAIT* FOR OUR KILLER

THEN I'VE GOTTA *GET* HIM--OR *DIE*

I MIGHT NOT HAVE PHRASED IT THAT *DRAMATICALLY* --BUT IT'S ABOUT THE *SIZE* OF IT, CAP

I'VE GOT THE *PAPERS* ALL PREPARED! THESE MAKE YOU A MEMBER OF THE *FORCE*--AND YOU REPORT DIRECTLY TO *ME*

BUT NOBODY'S TO *KNOW* OF YOUR ASSIGNMENT! EVERYONE MUST THINK YOU'RE JUST A *ROOKIE* COP

FAIR ENOUGH! BUT WHY THE *ROOKIE* ACT?

'CAUSE I DON'T TRUST *ANY-ONE*

LUCKILY, YOU LOOK *YOUNG* ENOUGH TO PASS FOR A KID WHO JUST GRADUATED FROM THE *ACADEMY*

NO ONE'S APT TO SUSPECT AN EAGER-BEAVER *ROOKIE* OF BEING MY SPECIAL AGENT

WHEN I SET A *TRAP*, I GO *ALL* THE WAY

OKAY, MISTER-- IT'S *YOUR* BALL PARK

AS YOU CAN *SEE*, MOST OF THE DISAPPEARANCES OCCURRED AROUND THE *UPTOWN* AREA--SO THAT'S GONNA BE YOUR *BEAT*

WE DON'T KNOW *WHAT* YOU'RE RUNNING UP AGAINST--JUST BE READY FOR *ANYTHING*

I DON'T *USUALLY* NAP ON THE JOB

I DIDN'T MEAN TO *RILE* YOU, SON--BUT I'VE *LOST* TWO OTHER SPECIAL AGENTS *BEFORE* YOU

THERE'S SOMETHING *DEADLY*--SOMETHING STRANGELY *POWERFUL* OUT THERE--

GOOD AS YOU *ARE*-- YOU'RE GOING AGAINST-- THE *UNKNOWN*

I SHOULDN'T BE *IMPATIENT* WITH HIM--I KNOW HE MEANS WELL

I CAN'T GET *ENOUGH* DANGER-- TAKE *ENOUGH* RISKS--TO MAKE ME FORGET MY *OWN* NAGGING HANG-UPS

BUT WHAT *HE* DOESN'T KNOW IS--

OVER THE YEARS, I FEEL I'VE *LOST* MY IDENTITY AS *STEVE ROGERS*

IT'S AS THOUGH *CAPTAIN AMERICA* IS ALL I'VE EVER *BEEN*--IS ALL I CAN EVER *BE*

AND I'M NOT *KNOCKING* IT! I WOULDN'T TRADE MY *PAST*--MY ACHIEVE-MENTS--FOR *ANYTHING*

BUT, SOMEWHERE ALONG THE WAY, HOW DID I LOSE *STEVE ROGERS?*

WHAT HAPPENED TO MY *NORMAL* LIFE?

WITHOUT MY *MASK*--WITHOUT MY *COSTUME*--I'M LIKE A HOLLOW *SHELL* INHABITING A HOLLOW *WORLD*

BUT, THE *STEVE ROGERS* WITHIN ME WANTS *MORE* THAN THAT! HE WANTS A *HOME*--A *JOB*--A *GIRL* TO SHARE THINGS WITH

I'M *THRU* BEING SHORT-CHANGED BY LIFE! I'LL FIND THE *ANSWER*--SOMEHOW

AND MAYBE--JUST *MAYBE*--THIS IS THE *START*

ALTHOUGH HE DOESN'T *KNOW* IT, THE COMMISSIONER MAY HAVE GIVEN ME MY *SECOND* CHANCE

YEARS AGO, STEVE ROGERS *HAD* A PRIVATE LIFE

WHEN I FIRST *BECAME* CAPTAIN AMERICA, I WAS A ROOKIE IN THE *ARMY*

NOW, I'M ABOUT TO BE A ROOKIE *COP*

MAYBE IT COULD *WORK!* MAYBE I CAN *REMAIN* ON THE FORCE

STEVE ROGERS, *PATROL-MAN* BY DAY! *CAPTAIN AMERICA* BY NIGHT

I WONDER HOW *SAM* WOULD FEEL ABOUT IT?

AND, SPEAKING OF CAP'S PARTNER, LET'S SEE HOW THE FALCON IS DOING, EARLY NEXT MORNING--

SAM WILSON
SOCIAL ADMINISTRATOR

COME *IN!* COME *IN!* THE *BUTLER* AINT HERE TO *OPEN* IT

DISTRICT

YOUR *SARCASM* IS WASTED ON ME, MR. DO-GOODER

HEY, *SORRY*, SISTER! NO ONE *TOLD* ME A CENTERFOLD *PIN-UP* WAS ON HER WAY IN

YOU CAN *SAVE* THE SWEET-TALKIN', MAN

I DIDN'T COME BY TO *GOOD-TIME* YOU, HEAR?

MISC.

I JUST WANTED TO SEE FOR *MYSELF* WHAT WOULD MAKE A BIG, STRAPPIN' BROTHER LIKE *YOU* WASTE ALL HIS TALENT IN A PLACE LIKE *THIS*

OUR PEOPLE NEED *HEROES*, MAN NOT *HANDOUTS*

TAKE *OFF*, FIGARO! LET'S GIVE THE LADY A PLACE TO *SIT*

ONE THING I *DIG* IS GETTIN' TOLD OFF BY A DYNAMITE *DOLL*

REE-LAX, WILSON! I'M NOT *STAYIN'*

I JUST CAME TO TELL YOU YOU'RE *WASTIN'* YOUR TIME--

WE DON'T *NEED* NO MORE *SOCIAL WORKERS*

WE NEED *FIGHTERS*--TO GIVE OUR PEOPLE *PRIDE*

SURE, HONEY--*SURE!* BUT IT'S A LOT EASIER TO *GET* THAT PRIDE WHEN YOU'VE A *JOB*--AND YOU'RE SAVIN' SOME *BREAD*

YOU GOTTA BE *KIDDIN'*

WHY *KNOCK* IT IF YOU HAVEN'T *TRIED?*

FORGET IT, MAN.! I'M NOT *BUYIN'*

LOOK, I CAN USE SOME *HELP* AROUND HERE, AND A CHICK LIKE *YOU*--

AT LEAST TELL ME YOUR *NAME!* I DON'T WANNA DREAM ABOUT A *STRANGER* TONIGHT

IT'S *LEILA!* BUT YOU CAN CALL ME --*NEVER*

--NOT TILL YOU'RE READY TO *FIGHT* FOR THE CAUSE

LEILA, EH? WOW! IT'S LIKE BELLS RINGIN' IN MY HEAD

SO SHE FIGGERS I OUGHTTA BE A FIGHTER, HUH?

WELL, MAYBE I AM--MORE THAN SHE KNOWS

BUT WE ALL GOTTA DO IT IN OUR OWN SPECIAL WAY

WADDAYA SAY, LEFTY? HOW'S IT GOIN', MAN?

SARAH WENT BACK TO SCHOOL AFTER YOU TALKED TO HER, SAM! WE'RE ALL GRATEFUL

OKAY, MR. WILSON

PA SAID THANKS FOR THE NEW JOB

I AINT SAYIN' WE DON'T NEED TO MAKE IT HOT FOR THE ONES WHO BEEN STEPPIN' ON US FOR YEARS--

BUT, MAYBE IT'S JUST AS IMPORTANT FOR SOME OF US TO COOL THINGS DOWN--SO WE CAN PROTECT THE RIGHTS WE BEEN FIGHTIN' FOR

NO PARKING ANYTIME

I DUNNO! I'M NO PHILOSOPHER, BUT--

HEY, CAP LEFT ALREADY! SORRY I MISSED 'IM! I WAS WONDERIN' WHO THAT CAT IN THE CAR WAS

WELL, HE'LL TELL ME WHEN HE'S READY

HI, REDWING! READY TO TRY OUT MY NEW HAWK-HOOK?

C'MON--WE CAN USE SOME EXERCISE

SECONDS LATER--

THAK

WOW! IT'S EVEN BETTER THAN I EXPECTED

AND THE NYLON'S REALLY UNBREAKABLE

IT COULD EASILY HOLD TWICE MY WEIGHT

PERFECT! IT GIVES ME ALL THE MANEUVERABILITY I ALWAYS WANTED

NOW I CAN KEEP UP WITH JUST ABOUT ANYONE

AND THE SPRING ACTION'S AS JAM-PROOF AS I COULD MAKE IT

ONE FLICK OF THE WRIST SNAPS IT BACK INTO MY GLOVE

FZIP!

OKAY, SLOWPOKE-- TAKE YOUR PERCH

FROM NOW ON, YOU'RE NOT LOSIN' ME SO EASY

NEXT TIME YOU WANNA BEAT ME TO A ROOFTOP, YOU'LL HAVE TO WORK AT IT, PAL

CAN'T WAIT TO SHOW IT TO CAP

HE GAVE ME THE IDEA FOR IT IN THE FIRST PLACE

HEY-- WHAT'S WRONG?

WHAT'RE YOU FLUTTERIN' AROUND SO NERVOUS FOR?

THERE'S SOMETHIN' ABOVE US-- BATHIN' US IN LIGHT

IT'S SOME KINDA FORCE BEAM-- PINNIN' US DOWN! CAN'T-- MOVE

NOW IT'S-- PULLIN' US-- UPWARD

THE SOUND OF ENGINES--

IT'S A SHIP-- HOVERIN' OVERHEAD

THE BEAM PULLED US RIGHT INTO THE SHIP'S BELLY

FIGURES AHEAD OF ME-- STANDING-- WAITING

BUT IF THEY THINK THE FALCON'S AN EASY MARK--

HERE HE COMES! WE GOT 'IM

NOBODY GETS *ME* THAT EASY

BIAF

TAKE IT *EASY*, FELLA! *HOLD* IT!

CAN'TCHA TELL WHEN YOU'RE AMONG *FRIENDS?*

FRIENDS? WHO YOU TRYIN' TO *KID*, MAN? I *KNOW* WHO *MY* FRIENDS ARE

MEBBE IF YA'D *SIMMER DOWN* LONG ENUFF TA TURN AROUND, YA'D *SPOT* ONE, MISTER

COLONEL FURY! I--I DIDN'T *KNOW*

YEAH! THAT'S WHAT WE WUZ TRYIN' TA *TELL* YA

MAN! THIS SHIP'S *TOO MUCH!* IT AINT FOR *REAL*

I *FERGOT!* YOU NEVER *BEEN* HERE BEFORE

IT'S *SHIELD'S* HELI-CRUISER! --JUST A OVERSIZED *DINKY TOY*

BUT, WHY'D YOU *BRING* ME HERE? WHERE'S *CAP?*

THAT'S WHAT I WUZ HOPIN' YA'D TELL *ME*

YOU GOT *SOME* WAY TO ASK QUESTIONS

IT AINT REALLY *ME!* THERE'S A *GAL* BACK HERE--

NO HARD FEELIN'S, MR. DUGAN

NO *SIR!* I AIM TO STAY *FRIENDS* WITH A GUY WHO PUNCHES LIKE *YOU*

SHARON'S BEEN *MOPIN'* AROUND LIKE THAT EVER SINCE *CAP* DROPPED OUTTA SIGHT

I GAVE HER ROUTINE *MONITOR DUTY* SO SHE WOULDN'T WALK INTO A *BULLET* OR SOMETHIN'

CAN'TCHA TELL 'ER *ANYTHING* ABOUT THE SHIELD-SLINGER?

COLONEL! YOU *SHOULDN'T* HAVE! I--I'VE *FORGOTTEN* ABOUT HIM

YEAH--- LIKE *LAUREL* FORGOT *HARDY*

CAP MUST BE WORKIN' ON SOMETHING *BIG!* HE AINT EVEN TOUCHED BASE WITH *ME*

BUT, I'LL TELL YOU *ONE* THING-- HE *THINKS* ABOUT YA EVERY *MINUTE!* AND THAT'S FOR *SURE*

THANK YOU, SAM! THAT MEANS--*MORE* TO ME--THAN YOU CAN KNOW

NOW MEBBE WE'LL GIT SOME *WORK* OUTTA HER

OKAY! PLAY-TIME'S *OVER*

BEAM THE FALCON DOWN

NEXT TIME YOU WANNA *ASK* ME SOMETHIN', FURY--

--JUST PICK UP THE *PHONE*, WILLYA?

MAN! FURY'S GOT IT MADE WITH THAT HELI-CRUISER OF HIS

CAP'S OUTTA HIS SKULL NOT TEAMIN' UP WITH AN OUTFIT LIKE THAT

SPECIALLY WITH A CHICK LIKE SHARON WAITIN' FOR 'IM

WELL, I GUESS ONCE A LONER, ALWAYS A LONER

I DIDN'T WANNA SAY IT IN FRONT OF HER, BUT--

IF FURY HASN'T HEARD FROM CAP EITHER--THEN MAYBE IT'S TIME TO START WORRYIN'

THE FALCON BETTER GET ON HIS TRAIL--BUT FAST

MEANWHILE, AT A PRECINCT IN UPPER MANHATTAN--

THAT'S RIGHT-- THE NAME'S ROGERS

HERE'S MY AUTHORIZATION

GLAD TO HAVE YOU WITH US, FELLA

BUT LOOK SHARP WHEN THE SARGE IS AROUND

MULDOON'S A REAL MAN-EATER

HEY! LOOK AT THE ROOKIE FLEX THEM BICEPS

NEXT SIGN O' TROUBLE, I'M STICKIN' CLOSE TO HIM

BEEN WEIGHT-LIFTIN' LONG, ROGERS?

UH-- YES! MOST OF MY LIFE

WHERE'S THAT ROOKIE?

CAREFUL, PAL! HERE COMES MULDOON

AWRIGHT, PRETTY BOY, LOOK ALIVE! THIS AINT NO BLASTED REST HOME HERE

YOU-- MUST BE SGT. MULDOON

FIGGERED IT OUT ALL BY YERSELF, HUH? THAT'S WHAT I LIKE --A BRAINY ROOKIE

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YOU FIGGERIN' TA STAND THERE ALL DAY WITH YER FACE HANGIN' OUT?

IN CASE NO ONE TOLDJA, WE GOT US A NICE LITTLE BEAT OUT THERE--JUST WAITIN' FER A WIDE-EYED WHIZ-KID LIKE YOU

10

I'VE HEARD OF MULDOON! HE'S TOUGH AS THEY COME--

BUT HE'S A GOOD COP-- AND A BRAVE ONE

WHEN I GIVE AN ORDER, YOU MOVE IT, MISTER!

HE REMINDS ME OF ANOTHER SERGEANT --THE ONE I HAD IN WORLD WAR II, WHEN I WAS ALSO A ROOKIE--

86

98

EVEN THEN I HAD TO PLAY THE PART OF A FUMBLING, BUMBLING, RAW RECRUIT-- SO THAT NO ONE WOULD CONNECT ME WITH THE COSTUMED, HARD-FIGHTING CAPTAIN AMERICA

THO', IN THE CASE OF SGT. DUFFY, I SOMETIMES PLAYED MY PART TOO WELL--

SHAPE UP, YOU FEATHER-BRAINED, FLAT-FOOTED APOLOGY FOR A SOLDIER

HOW'D YOU EVER GIT INTA THIS MAN'S ARMY? HOW'D YOU EVER GIT INTA THE CHICKEN-PLUCKIN', FEATHER-SCRATCHIN' HUMAN RACE?

BRACE THEM SHOULDERS WHEN I'M TALKIN' ATCHA! SUCK IN THAT GUT! I DON'T WANNA HEAR A EYE-BALL MOVE

NEXT TIME YA FERGET TA CLEAN YER RIFLE, I'LL WRAP IT AROUND YER SCRAWNY NECK

DO YA READ ME, ROGERS? SHUDDUP!

"BUT THAT WAS THE WAY IT **HAD** TO BE--**STEVE ROGERS** PLAYING THE SAD SACK, WHILE **CAPTAIN AMERICA** AND **BUCKY** FOUGHT FOR FREEDOM THRUOUT THE WORLD--"

"THOUGH THERE WERE PLENTY OF **CLOSE CALLS**, I MANAGED TO MAINTAIN MY **SECRET IDENTITY** UNTIL THE END--"

DUFFY! ANOTHER SECOND WOULD HAVE BEEN ***TOO LATE***

ROGERS! YOU AINT GITTIN OUTTA K.P. ***THIS*** TIME, YA BLASTED ***GOLDBRICK***

HEY! YOU ***DAY-DREAMIN'*** WHILE I'M TALKIN' ATCHA?

HUH? OH--***NO***, SARGE --I, EH--I WAS JUST ***DIGESTING*** EVERY-THING YOU SAID

ZAT ***SO?*** I'M ALL ***SHOOK-UP***

AWRIGHT! I ***SAID*** WHAT I HAD TA SAY! NOW GIT ***OUT*** THERE, ROGERS--

AND AS A FAVOR TO ***ME***, DON'T LET ANY LITTLE OL' ***LADIES*** STEAL YER ***BADGE*** AWAY

LUCKY FOR ***YOU*** HE'S IN A GOOD MOOD TODAY

AND SO IT ***BEGINS***

I DON'T CARE ***HOW*** TOUGH IT IS--OR ***WILL*** BE--

AT LEAST, FOR THE ***FIRST*** TIME, I FEEL LIKE I'M ***SOME-BODY!***

FOR THE ***FIRST*** TIME, ***STEVE ROGER'S*** HAS A REAL ***IDENTITY*** OF HIS OWN

NOW, THERE'S NOTHING TO DO BUT KEEP MY *EYES* OPEN--

AND HOPE I CAN FIND SOME *CLUE* TO THE MYSTERY OF THE *MISSING* MEN

KEEP N.Y.C. CLEAN

A FEW HOURS LATER--

NOTHING *YET* --BUT NOW IT'S GETTING *DARK*

TO CALL POLICE USE THIS TELEPHONE

AFTER PHONING IN-- THERE'S SOMETHING I'VE GOTTA *DO*--

IF THINGS SHOULD START GETTING *HAIRY*--

I'D BETTER MAKE SURE I'M *READY* FOR ANY-THING

SO I'LL JUST TAKE MY *COSTUME* FROM WHERE I *PLANTED* IT THIS MORNING

MAYBE I'VE GOT A *CORNY* STREAK, BUT I CAN'T HELP FEELING *ELATED*

IT'S LIKE THE *OLD* DAYS, WHEN I WAS ALWAYS CHANGING FROM *CAP* TO *PRIVATE ROGERS*, AND BACK AGAIN

THERE WAS A FEELING OF *EXCITEMENT* EVERY MINUTE! OF-- *UH-OH!*

LOOKS LIKE *TROUBLE* OUT THERE

ONE OF THE NEIGHBORHOOD *GANGS!* AND THEY'RE NOT COLLECTING FOR THE P.A.L.

IT'S WRITTEN ALL *OVER* THEM --THEY'RE GONNA TEST THE *METTLE* OF THE NEW COP ON THE BEAT

NO *WONDER* YA CAN'T NEVER FIND A *COP* WHEN YA WANT ONE--

YEAH! THEY SPEND THEIR TIME HIDIN' IN *ALLEYS*

HEY, *LOOK!* THE BABY-FACE *BLUE-COAT* MUSTA LOST HIS LITTLE *BILLY CLUB*

NOW AINT *THAT* A REAL SAD *SHAME*

HOW'S ABOUT WE SEE HOW *GOOD* HE IS --*WITHOUT* IT?

YEAH, MAN! LET'S *WELCOME* 'IM TO THE TURF

PTANG!

OWWW! HE-- GRABBED THAT CRUMMY *CAN* COVER

KLAK!

NICE OF YOU TO MAKE A GUY FEEL *WANTED*

BUT YOU DIDN'T HAVE TO GO TO ALL THIS *TROUBLE*

'CAUSE I'M PLANNING TO BE *AROUND*-- FOR A LONG LONG *TIME*

HERE--YOU CAN HAVE THE LID *BACK!* I'M *THRU* WITH IT

IT'S *NICE* TO MEET SOME BOYS WHO BELIEVE IN OUTDOOR *SPORTS*

I'D HATE TO THINK OF YOU GETTING *LAZY*-- WATCHING *TELEVISION* ALL DAY

MISTER, *NO* NEW ROOKIE'S COMIN' 'ROUND HERE TO PUT *US* DOWN

HOLD IT! ALL OF YOU! *NOBODY ELSE MOVE!*

NOW WHAT?

IN THE NAME OF EVERY-THING *DECENT--STOP* IT!

DON'T YOU *REALIZE* WHAT YOU'RE *DOING?*

IT'S *REVEREND GARCIA!* LET'S GET *OUTTA* HERE

I *KNOW* YOU! I KNOW YOUR *FAMILIES!* THIS WILL NOT GO *UNPUNISHED*

I WILL NOT LET YOU BRING *SHAME* TO THIS NEIGHBOR-HOOD

DRUGS

REVEREND GARCIA! I'VE *HEARD* OF YOU! YOU CERTAINLY SHOWED UP IN THE NICK OF *TIME.*

I *OBSERVED* YOU! YOU HAVE *COURAGE*--AND GREAT *SKILL!* ALSO--YOU HAVE *HEART*

YOU DID NOT DRAW YOUR *GUN*--WHEN YOU *MIGHT* HAVE DONE SO

THEY ARE *WILD*--THEY ARE *ANGRY!* I KNOW THEM *WELL*--FOR, ONCE I WAS *ONE* OF THEM

AND *THIS* I KNOW, TOO--THEY CAN BE *REACHED!* THEY CAN BE *SAVED*

THEY *MUST* BE

GOOD NIGHT, SIR! IT WAS A *PRIVILEGE* MEETING YOU

ONE MAN--LIKE *THAT*--CAN MAKE YOU *PROUD* TO BE A MEMBER OF THE HUMAN--*HEY!*

THAT SUDDEN *SOUND*--AROUND THE *CORNER*--

HUH!

IT CAME FROM--WHERE THE *REVEREND* WENT

HE'S *GONE!* THERE'S NOT A *TRACE* OF HIM

BUT--IT ISN'T *POSSIBLE!* THERE WASN'T ENOUGH *TIME*

CAN THIS BE *ANOTHER* OF THE UNCANNY *DISAPPEAR-ANCES?*

A *SHADOW*-- ON THAT BUILDING

IT'S-- MOVING *UPWARD*-- TOWARDS THE *ROOF*

CAN IT BE SOMETHING THAT *FLIES?*

ALTHOUGH--JUDGING BY HOW *SLOW* IT'S RISING--*GLIDES* WOULD BE A BETTER WORD

WHATEVER IT IS--I'VE GOT TO GO *AFTER* IT

IS *THIS* WHY NO ONE CAN SOLVE THE MYSTERY--?

--BECAUSE THE ONE WE'RE *AFTER*--HAS THE POWER OF *FLIGHT?*

THE ONLY PLACE HE *COULD* HAVE GONE IS DOWN *BELOW*--

STONE CUTTING MONUMENTS

--INTO THAT *STONE CUTTER'S* STORAGE YARD

IT WOULD BE A PERFECT *HIDING PLACE*

ANYONE COULD LOSE HIMSELF AMONG ALL THOSE SHADOWY, STONE FIGURES

NOTHING'S *MOVING!* NOTHING'S *STIRRING*

BUT HE--IT--OR *WHATEVER*-- MUST BE HERE *SOMEWHERE*

I FEEL--THE *ANSWER* IS RIGHT IN *FRONT* OF ME--BUT I CAN'T PUT IT *TOGETHER*

ALL THESE *STONE FIGURES*--A MYSTERIOUS FORM THAT SEEMS TO *FLY!* IF ONLY I COULD--*WAIT!*

OVER *THERE!* AM I--*SEEING* THINGS?

STATUES--ALL *AROUND* ME--OF THE MISSING *POLICEMEN!*

AND EVEN *MORE*--

REVEREND GARCIA! JUST *SECONDS* AGO HE WAS *WITH* ME--TALKING--AND NOW--

HE'S A LIFELESS *STONE STATUE*

NOW IT ALL FITS! *NOW* IT ALL ADDS UP--

NOW I KNOW WHO'S *BEHIND* ALL THIS--

THE *GREY GARGOYLE*

--WHOSE SLIGHTEST *TOUCH* TURNS MEN TO *STONE!*

THE STAGE IS SET! THE INTROS ARE OVER! FROM HERE ON IN, IT'S ACTION ALL THE WAY!

WHATEVER YOU DO--WHEREVER YOU GO--

DON'T MISS NEXT ISSUE!

CAPT. AMERICA

15¢ | 140 AUG 02453

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MARVEL COMICS GROUP™

CAPTAIN AMERICA™ AND THE FALCON™

APPROVED BY THE COMICS CODE AUTHORITY

IN THE GRIP OF THE GARGOYLE!

CAPTAIN AMERICA, AND THE FALCON™

IN THE GRIP OF GARGOYLE!

IT'S THE *GREY GARGOYLE*-- WHOSE MYSTERIOUS *TOUCH* TURNS MEN TO *STONE*

STORY: STAN LEE
ART: JOHN ROMITA AND GEORGE ROUSSOS
LETTERING: ARTIE SIMEK

YOU THOUGHT THIS YARD WAS FILLED WITH *STATUES*...

FOOL! THEY'RE ALL THE GARGOYLE'S *VICTIMS*

AND *YOU* WILL BE THE *NEXT*

OBVIOUSLY, THIS THRILLER IS *CONTINUED* FROM LAST MONTH! BUT IF YOU *MISSED* LAST ISH, DON'T WORRY--WE'LL *CLUE* YOU IN AS WE GO THUNDERING ALONG--

HIS *RIGHT HAND*-- REACHING *OUT* FOR ME

MUSTN'T LET IT *TOUCH* ME-- NO MATTER *WHAT*

YOU ARE *FAST*, CAPTAIN AMERICA

BUT THE *GARGOYLE* HAS THE *POWER*

KROK

SOONER OR LATER, MY HAND WILL *TOUCH* YOU

AND THEN, IT WILL BE *OVER* FOR YOU-- *FOREVER*

ZZ BAF

YOU *TALK* A GOOD FIGHT

AND, I'M *GLAD*--

'CAUSE IT GAVE ME *TIME* TO GET INTO *POSITION*--

TO USE MY *SHIELD*

OF WHAT *USE* IS A METAL SHIELD--

--WHEN MY SLIGHTEST *TOUCH* CAN TRANSFORM IT TO *STONE?*

THK

--AND SEND IT HURTLING *BACK* TO YOU

HE'S TAKEN MY OWN *SHIELD*--AND TURNED IT INTO A WEAPON TO BE USED *AGAINST* ME

YOU LOOK *WORRIED*, CAPTAIN AMERICA

AND WELL YOU *SHOULD*

NOW THAT IT'S *STONE*-- THE *WEIGHT* HAS CHANGED

I--CAN'T ACCURATELY *JUDGE*--ITS TRUE RATE OF *SPEED*

IT'S *WOBBLING* TOO ERRATICALLY ABOUT TO *HIT*-- *UNNHH!*

AND NOW YOU *KNOW* WHY THE *GARGOYLE* CAN NEVER LOSE

HE THINKS I'M *BEATEN*

NOW *YOU* KNOW WHY *CAPTAIN AMERICA* HAS SURVIVED SO LONG

THRAKK

I HELD HIM OFF FOR A *SECOND*-- BUT HIS *STONE-BODY* IS MUCH TOO *STRONG*

HE KEEPS COMING *BACK*

AND, SPEAKING OF PEOPLE WHO KEEP COMING BACK--

STAY *WITH* IT, REDWING! YOU'VE *GOTTA* LEAD ME TO *CAP*

KRAAAAAAA

WHAT *IS* IT? WHAT DID YOU *SPOT* DOWN THERE?

KAAAAAAA

A COP'S UNIFORM

BUT, WHAT HAS THIS TO DO WITH MY PARTNER?

UNLESS--I'VE BEEN ASLEEP AT THE SWITCH ALL THIS TIME

MAYBE THIS IS THE REASON FOR CAP'S SECRECY--FOR HIS STAYING AWAY SO LONG

THAT UNIFORM IS JUST STEVE'S SIZE! LOOKS LIKE THE FALCON HAS A BUDDY WHO'S A COP

BUT WHY? THAT'S WHAT I WANNA KNOW--WHY?

WELL, THERE'S ONLY ONE WAY TO FIND OUT

MOVE, REDWING! I'M RIGHT BEHIND YOU

AND, AT THAT VERY MOMENT--

SO! YOU FEEL THE BEST DEFENSE IS AN OFFENSE, DO YOU?

GOOD! IT IS POINTLESS TO PROLONG THIS ANY LONGER

FASTER! FASTER! COME WITHIN TOUCHING DISTANCE

OH NO YOU DON'T

IF YOU CAN'T TOUCH ME, YOU CAN'T STOP ME

ALL I NEED DO IS--

UHHH! MY HAND!

FRAKK!

MERE *FLESH* AND BLOOD AGAINST LIVING *STONE*

YOU SHOULD HAVE KNOWN *BETTER*

WAIT! FIRST TELL ME-- WHAT ARE YOU *AFTER?*

POWER! SUCH AS NONE HAVE EVER *KNOWN*

I CAN TELL *YOU* MY PLAN, BECAUSE YOU WON'T LIVE *LONG* ENOUGH TO--

--WHAT'S *THIS?*

REDWING!

CAP! I *FOUND* YOU

BUT, WHO-- *WHAT*--IS *THAT?*

HE'S CALLED THE *GREY GARGOYLE*

STAY OUT OF HIS *REACH!* HE MUSTN'T *TOUCH* YOU

STAY OUT OF MY *REACH? IMPOSSIBLE*

THAT STONE FIGURE-- OF *REVERAND GARCIA*--HE'S LIFTING WITHOUT *EFFORT*

ABOUT TO *HURL* IT AT ME

ON YOUR *BACK*, CAP-- *QUICK*

MANEUVER SEVEN-- WHILE YOU *CAN*

I *HEAR* YOU TALKING, FALC

WHAT GOOD IS YOUR *SKILL*-- AGAINST STRENGTH LIKE *THIS?*

THE MAN ASKED YA A *QUESTION*, PARTNER

SO LET'S *GIVE* 'IM HIS *ANSWER*

THOP!

EASY, FALCON! DON'T DARE *DROP* HIM

IT'S THE *LIVING FIGURE* OF REVEREND GARCIA --TURNED TO *STONE*

IF THE *GARGOYLE* CAN DO SOMETHING LIKE *THIS*--

WHY'D YOU TRY'N TACKLE HIM *ALONE?*

WE'RE SUPPOSED TO BE *PARTNERS* --OR IS THAT JUST FOR THE *HEADLINES?*

I NEVER THOUGHT THAT EVEN *CAPTAIN AMERICA* WOULD HAVETA HAVE A *TOKEN*--

STOW IT, FALCON

WHERE'S THE *GARGOYLE?*

HE'S *GONE!* HE VANISHED AMONG THE *TOMBSTONES!* HE COULD BE *ANYWHERE*

WE'LL GET 'IM! *REDWING'LL* PICK UP THE TRAIL

THE *GARGOYLE* WILL CHOOSE THE TIME AND PLACE FOR *BATTLE*

I MUST NOT BE SWAYED FROM MY *MASTER PLAN*

OKAY, MAN--YOU GOT YOURSELF SOME *EXPLAININ'* TO DO

I DIDN'T *KNOW* I'D BE FACING THE *GARGOYLE!* IT WAS THE *COMMISSIONER'S* IDEA--HE ASKED ME TO SECRETLY JOIN THE *POLICE*

TOO MANY MEN HAVE BEEN *VANISHING!* HE NEEDED MY *HELP*

AND IT WAS THE *GARGOYLE'S* DOING, HUH?

BUT *WHY?*

THAT'S WHAT WE'VE GOT TO FIND *OUT!* AND WE'LL DO IT *TOGETHER* FROM HERE ON IN

THE *FIRST* PROBLEM IS-- HOW *LONG* DOES HIS TOUCH *LAST?*

YOU'RE ABOUT TO GET YOUR *ANSWER,* CAP! LOOK OVER *THERE*--

I FEEL LIKE-- I'M WAKING *UP*-- FROM SOME CRAZY *DREAM*

IT'S ONE OF THE *OFFICERS!* HE'S SNAPPING *OUT* OF IT

THEN THE GARGOYLE'S TOUCH *ISN'T* PERMANENT

LOOK! NOW THE *REST* OF 'EM ARE GETTING BACK TO *NORMAL*

AND THEN, FINALLY--

HE HADDA COME BACK TO *TOUCH* US EVERY HOUR

THEN *THAT'S* HOW LONG HIS TOUCH MUST *LAST!* JUST *ONE HOUR*

IT MIGHT AS WELL BE A *LIFETIME!*

IF HE TURNS YOU TO *STONE*-- AND THEN *DROPS* YOU--YOU'VE *HAD* IT, MAN

HE'S *DEADLY*-- AND HE'S *MAD!* WE HAVE TO *STOP* HIM

TELL ME SOMETHIN' I DON'T *KNOW*

YOU DO *YOUR* THING--I'LL DO *MINE*

REDWING SHOULD'A PICKED UP HIS TRAIL BY NOW

CHECK BACK WITH ME *LATER,* FALCON

THEN, AFTER A QUICK CHANGE OF CLOTHES--

GOOD WORK, ROGER'S

AT LEAST WE NOW KNOW WHO WE'RE *UP* AGAINST

THE *FALCON* IS TRYING TO ZERO *IN* ON HIM, COMMISSIONER

IF ONLY WE COULD LEARN THE GARGOYLE'S *PURPOSE*-- FIGURE OUT WHAT HE'S *AFTER*

POLICE EPARTMEN RESCUE

STONECUTTING MONUMENTS

WHATEVER HIS PLAN *IS*, YOU CAN BET IT'S SOMETHING *BIG*, SON

THE *GARGOYLE* HATES THE WHOLE HUMAN RACE-- AND HE'S *POWERFUL* ENOUGH TO TACKLE US *ALL*

I REMEMBER THE TIMES HE FOUGHT *THOR* AND *IRON MAN* TO A STANDSTILL*

ROGERS!

C'MERE, YOU GOLD-BRICKIN' *GOOF-OFF!* I BEEN LOOKIN' ALL *OVER* FOR YA

WHY AINT YA REPORTED *IN* FER THE LAST TWO *HOURS?*

NO ROSY-CHEEKED *ROOKIE* COPS OUT ON *ME*

*IT WAS A FEW YEARS BACK! ANYONE REMEMBER THE EXACT ISHES? --STAN

IT'S *ALL RIGHT*, MULDOON! OFFICER ROGERS WAS ACTING ON SPECIAL ORDERS FROM *ME*

THE *COMMISSIONER!* BUT--I DON'T *GIT* IT! HOW--? WHY--?

THAT'LL BE *ALL*, SERGEANT

SO! THE ROOKIE TURNED INTA THE COMMISSIONER'S PERSONAL *PET*, HUH?

OKAY, *OKAY!* BUT JUST *WAIT!* JUST LET 'IM MAKE ONE LITTLE *MISTAKE*--JUST *ONE*, THAT'S ALL! I'LL CHEW 'IM OUT TILL THE *COWS* COME HOME

SORRY ABOUT THAT, ROGERS! MULDOON'S A *GREAT* COP-- BUT HE'S *TOUGH*

THIS WON'T MAKE YOU ONE OF HIS *FAVORITE* OFFICERS

THAT'S OKAY, SIR! I'LL MANAGE-- SOMEHOW

RIGHT *NOW*, I'M MORE CONCERNED ABOUT THE *FALCON*

*AND, SINCE *WE* ARE, TOO... LET'S *REJOIN* CAP'S PERAMBULATING PARTNER--

YOU *FOUND* IT, REDWING

THIS *HAS* TO BE THE WAY THE *GARGOYLE* ESCAPED US

I *HEAR* SOMETHING-- FROM THE END OF THAT *TUNNEL*

LIKE THE SOUND OF *STONE*-- THUMPING AGAINST *STEEL*

AND, EVEN AS THE FALCON SILENTLY DRAWS NEARER--

I WAS *CARELESS*, LETTING *CAPTAIN AMERICA* AND THE MUSCLE-BOUND *FALCON* ALMOST STOP ME

I--THE *GREY GARGOYLE* --POSSESSED OF THE *GREATEST* SUPER-POWER OF *ALL*--

THE POWER TO TURN WHATEVER I *TOUCH* INTO LIFELESS, MOTIONLESS, *STONE*

THE POWER WHICH MUST GIVE ME-- *MASTERY OF EARTH*

I'LL NEVER *FORGET* THE DAY I *GAINED* THAT POWER

"I WAS JUST AN UNKNOWN CHEMIST, IN POST-WAR PARIS--"

THERE SEEMS TO BE SOMETHING *WRONG* WITH THIS MIXTURE

IT HAS TURNED *BLUE* INSTEAD OF *RED*

DUVAL! THE INSTITUTE DIRECTOR IS *WAITING* FOR THAT FORMULA

SOON, SIR-- SOON

OH! I *SPILLED* SOME ON MY *HAND*

IT'S *INCREDIBLE!* IT-- FEELS LIKE LIQUID *FIRE*

IT SEEMS TO HAVE A LIFE OF ITS *OWN*

WHAT HAVE I *DONE?*

WHAT'S *HAPPENING* --TO MY *HAND?*

NO! IT ISN'T *POSSIBLE!* IT-- IT CAN'T *BE!* MY *FINGERS*-- THEY'RE TURNING TO *STONE*

IT'S THE STRANGE *SUBSTANCE* IN THE MIXTURE! IT GAVE THE LIQUID A *POWER* I NEVER SUSPECTED! BUT NOW--*MON DIEU*

MY *OTHER* HAND HAS TURNED TO STONE--MERELY BY *TOUCHING* IT

WHAT WILL *HAPPEN* TO ME? WHERE WILL IT *END*? I'VE BECOME A *FREAK*--A STRANGE, INHUMAN BEING! HOW CAN I GO OUT IN *PUBLIC*? HOW CAN I FACE THE *WORLD*?

WAIT! I--I'VE TOUCHED MY *FACE*

OH *NO!* IT'S TRUE--IT'S *TRUE!* WHATEVER I *TOUCH* WITH MY HAND OF STONE--THAT *ALSO* TURNS INTO LIVING STONE! WHAT MANNER OF *MADNESS* IS THIS?

AND SO I BECAME THE *GREY GARGOYLE!* I FOUGHT THE *MIGHTIEST*--THE MOST *INVINCIBLE*--AND I ALMOST *WON*

THE PRECEDING SEQUENCE IS FROM **THOR #107** --AS IF YOU DIDN'T KNOW! --S.

NOW I'M *OLDER*--*WISER*--MORE *POWERFUL* THAN EVER

NOW I HAVE A *PLAN*--TO GIVE ME MASTERY OF THE *WORLD*

AND THIS TIME *NO ONE* WILL STOP ME! *NO ONE*

THAT *SOUND*--BEHIND ME! WHA--?

IT'S A BAD HABIT TO *TALK* TO YOURSELF, MISTER

BUT IT'LL SAVE ME THE *TROUBLE* OF ASKIN' LOTS'A *QUESTIONS*

THE *FALCON*

YOU WERE TOO *STUPID* TO LEAVE WELL ENOUGH *ALONE*

BTOK!

IF YOU THINK *I'M* TOO STUPID TO LEAVE WELL ENOUGH ALONE--

WAIT'LL MY SHIELD-SLINGIN' *PARTNER* CATCHES UP WITH US

HAVETA KEEP MOVIN' *FAST!* MUSTN'T LET HIS RIGHT HAND *TOUCH* ME

WOW! HOW DO Y'*FIGHT* A GUY WITH A *STONE* BODY?

I ALMOST *BROKE* MY LEGS--AND HE'S STILL *STANDING*

ZOK

ARE YOU BEGINNING TO *REALIZE* THAT YOU'RE DOOMED TO *DEFEAT*?

NO MAN CAN BATTLE A BODY OF *LIVING STONE*

HOW'S ABOUT A MAN AND A *BIRD*?

THAT'S *IT*, REDWING! HIS *CAPE*--TOSS IT OVER HIS *HEAD*

KAAAAAAAA

MY *CLOAK*--*BLINDING* ME! I CAN'T *SEE*

I'VE **GOT** 'IM NOW! HE CAN'T **HARM** ME-- LONG AS I KEEP HIS **RIGHT HAND** OUT OF ACTION

OKAY, MAN-- **TALK!** WHAT'RE YOU **AFTER?** WHY THE **LAB**-- ALL THE **CHEMICALS?**

CAN'T **HOLD** 'IM! HIS STONE MUSCLES-- TOO **MUCH** FOR ME

HAVETA KEEP **TWISTING**-- TURNING--**ANYTHING** TO DODGE THAT **RIGHT HAND**

THESE **CHEMICALS** ARE MY KEY TO **WORLD MASTERY** --AS YOU'LL SOON FIND **OUT**

SOZH

FOR, **FATE** HAS BEEN KIND TO ME--

--IT HAS GIVEN ME **YOU**--TO BE MY VERY FIRST **GUINA PIG**

I **HAD** TO LEARN WHAT WOULD **HAPPEN**--WHEN LIVING **FLESH** CAME IN CONTACT WITH MY NEW **CHEMICAL SOLUTION**

THE SOLUTION WHICH HAD TURNED **PIERRE DUVAL** INTO--THE **GREY GARGOYLE**

AND, WHICH IS DOING THE **SAME**-- TO **YOU**

BUT *THIS* TIME, THERE'LL BE A *DIFFERENCE*

I *CHANGED* THE ORIGINAL FORMULA--ADDING A *NEW* ELEMENT

AN ELEMENT WHICH WILL ALLOW YOU TO *MOVE*--AS *I* DO

IT *WORKS!* YOU'RE SITTING *UP!* YOU'RE *NOT* A LIFELESS STATUE

AND THE *TRANQUILIZER SERUM* WITHIN THE CHEMICAL WILL MAKE YOU *DOCILE*--YOU'LL BE *OBEDIENT* TO ME

YOU ARE BUT THE *FIRST* OF A VAST *ARMY* I SHALL CREATE--TO *SERVE* THE GREY GARGOYLE

NOW, I CAN NOT ONLY *DEFEAT* ANY FOE--

BUT I CAN *TRANSFORM* HIM--INTO AN INVULNERABLE *SLAVE*

I'VE NO LONGER ANY NEED TO *WAIT!* AT LAST I CAN CARRY OUT MY *MASTER PLAN*

THE *MASTER PLAN* WHICH WILL GIVE ME CONTROL OF *ELEMENT X*--THE FORCE THAT CAN *DESTROY THE WORLD*

MY BODY--IT'S *STONE*--LIKE *YOURS*

AND, I CAN *MOVE*--AS *YOU* DO

ELEMENT X?

YES--ELEMENT X! THE MOST CLOSELY GUARDED SECRET OF ALL TIME

BUT I SEE THAT YOUR HAWK SENSES THE CHANGE IN YOU--HE PREPARES TO ATTACK YOU

NO, REDWING --NO! GO BACK! BACK!

NO NEED FOR ALARM! THE GARGOYLE WILL HANDLE THIS WITH EASE

SINCE YOU HAVE BECOME THE FIRST OF MY HELPLESS, STONE-BODIED SERVANTS, THE GARGOYLE WILL PROTECT YOU FROM SUCH PETTY ANNOYANCES

REDWING! YOU'VE TURNED HIM TO STONE

ONLY FOR AN HOUR! BUT, BY THEN, IT WILL BE TOO LATE FOR ANYTHING TO MATTER ANYMORE

BY THEN, I'LL HAVE BEGUN TO GAIN CONTROL OF ELEMENT X

AND THEN, THE WORLD WILL BE MINE

AN HOUR HE SAID? OKAY, SET YOUR WATCH, 'CAUSE HERE WE GO--

I SHOULD HAVE HEARD FROM THE FALCON BY NOW

BETTER CHECK HIS OFFICE! MAYBE HE'S THERE

GOT TROUBLE, WHITEY? NEED A SOCIAL WORKER? YOU'RE OUT OF LUCK, MAN--NOBODY'S THERE

DO YOU KNOW WHERE SAM WILSON IS?

IF I DID-- WHY SHOULD I TELL YOU?

I'VE NEVER *MET* YOU--NEVER *SEEN* YOU BEFORE! WHAT MAKES YOU THINK I'M YOUR *ENEMY*?

'CAUSE YOU'RE *WHITE!* AND YOU'RE THE *FUZZ!* ANY *MORE* BRIGHT QUESTIONS?

SURE! BUT WHY *BOTHER*?

THAT'S *IT*, MAN--KEEP *WALKIN'!* SAM WILSON DON'T NEED THE LIKES OF *YOU* 'ROUND HERE

IF SHE'S A *FRIEND* OF SAM'S, I'M IN *TROUBLE*

A GAL LIKE *THAT* WILL DO EVERY-THING SHE *CAN* TO TURN HIM *AGAINST* ME

I WONDER IF *THAT'S* WHY-- AW, *NO!* NOT *SAM!* NOT THE *FALCON*

BUT THERE'S *SOME* REASON HE HASN'T *CONTACTED* ME BY NOW

I CAN'T AFFORD TO *WAIT* ANY LONGER! *ANYTHING* COULD HAVE HAPPENED! HE MAY NEED *HELP*

P.D

IF HE LOST THE GARGOYLE'S *TRAIL*, HE WOULD HAVE CHECKED *BACK* WITH ME

SINCE HE *HASN'T*, IT CAN ONLY MEAN HE *FOUND* THE GARGOYLE! OR, EVEN *WORSE*--

THE GARGOYLE FOUND *HIM*

THE ONLY THING I'VE GOT *GOING* FOR ME IS THE KNOWLEDGE THAT THE GARGOYLE'S POWER ONLY LASTS *SIXTY MINUTES*

LUCKILY, EVEN MY *SHIELD* HAS TURNED BACK TO *NORMAL* BY NOW

BUT, IF THE GARGOYLE HAS A *VICTIM*--AND *KEEPS* TOUCHING HIM--FOR A *LONG* TIME--WHO KNOWS *WHAT* MIGHT HAPPEN?

THAT'S WHY I'VE GOTTA FIND THE *FALCON*--AND FIND HIM *FAST*

BUT, EVEN IF THE GARGOYLE *GOT* THE UPPER HAND-- WHERE'S *REDWING?*

WHY HASN'T HE FLOWN BACK TO *SUMMON* ME?

I DON'T *LIKE* IT! NOT ONE LITTLE *BIT*

BUT THERE'S *SOMEONE* WHO MAY KNOW WHERE SAM IS

THE *HOVER-COPTER* IS BOUND TO BE UP THERE SOMEWHERE

I'LL USE MY HIGH-FREQUENCY *PROBE BEAM* TO *SIGNAL* IT

CLICK!

SECONDS LATER--

TONY STARK SURE KNEW WHAT HE WAS *DOING* WHEN HE BUILT THAT INTO MY *CYCLE*

THEY *SPOTTED* ME! THEY'RE DRAWING ME *SKYWARD*

THANKS FOR THE *LIFT,* MISTER

IS *FURY* ABOARD

HE'S WAITING FOR YOU *INSIDE*

CAP! IS IT REALLY *YOU?*

SHARON

I WAS AFRAID TO HOPE--THAT *YOU'D* BE HERE

OH, STEVE! ***STEVE!*** THEN YOU ***STILL*** FEEL THE SAME WAY--ABOUT ***US?***

I ALWAYS ***WILL,*** DARLING! BUT, I THOUGHT THAT ***YOU*** HAD CHANGED--

DON'T TALK! JUST ***HOLD*** ME

HEY! WHAT IN BLAZES YA THINK WE'RE ***RUNNIN'*** HERE? A ***LONELY HEARTS*** JOINT?

FURY! I'VE BEEN ***LOOKING*** FOR YOU

HAVE YOU HAD ANY WORD FROM THE ***FALCON?***

WHAT'S ***WITH*** YOU TWO GUYS, ANYWAY? ***LAST*** TIME I SEEN 'IM, HE WUZ LOOKIN' FER ***YOU****

WHY DON'TCHA TIE A ***STRING*** AROUND YER FINGERS, OR SOMETHIN'?

ME, I GOT ***OTHER*** THINGS TA ***WORRY*** ABOUT

*LAST ISH, RIGHT? YOU ***KNOW*** IT! --S.

LISTEN, COLONEL--THIS IS ***SERIOUS!*** HE WAS TRAILING THE ***GREY GARGOYLE***

NUTS! YA THINK ***THAT'S*** A BIG DEAL?

FOLLA ME! ***I'LL*** SHOW YA SOMETHIN' THAT'LL ***FROST*** YER EYEBALLS

TAKE A SQUINT AT THIS ***VIEW SCREEN!*** IT SHOWS THE MOST ***DANGEROUS*** AREA ON EARTH

DANGEROUS? ***WHY,*** NICK?

'CAUSE IT AINT WHAT IT ***LOOKS*** LIKE! KEEP ***WATCHIN'--***

THERE'S A SECRET ***LAB*** INSIDE THAT MOUNTAIN--WHERE THEY BEEN EXPERIMENTIN' WITH ***ELEMENT X***

ELEMENT X! THAT'S THE MOST ***UNSTABLE*** ELEMENT IN THE WORLD!

YEAH! AND ONE ***DROP*** CAN BLOW UP THE WHOLE BLASTED ***PLANET***

"IT'S SO **DANGEROUS** THAT WE'RE TRYIN' TA BUILD A HOVER-COPTER **LAB** SO'S WE CAN WORK ON IT IN **ORBIT**"

BUT THE ONLY THING THAT'LL ACT AS A **SHIELD** AGAINST ELEMENT X IS SOLID **STONE**

AND YOU THINK **YOU** GOT TROUBLES

NOW HOW ARE WE GONNA LIFT A MILLION TONS'A **STONE** UP INTO ORBIT?

STONE!

THEN IT ALL TIES **IN!** AT LAST-- IT **FITS!**

THE **GREY GARGOYLE** WAS WORKING ON A **MASTER PLAN**--TO PUT ALL OF **EARTH** IN HIS POWER!

I COULDN'T EVEN BEGIN TO GUESS WHAT IT **WAS**-- UNTIL **NOW**

DON'T YOU **GET** IT? THE GARGOYLE'S **POWER** IS--

THE POWER OF STONE!

NEXT:

THE UNHOLY ALLIANCE

--WITH ALL OF THE WORLD AT STAKE!

CAPT. AMERICA

15¢ CC

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MARVEL COMICS GROUP™

CAPTAIN AMERICA™ AND THE FALCON™

APPROVED BY THE COMICS CODE AUTHORITY

ROMITA

CAPTAIN AMERICA, AND THE FALCON™

THE UNHOLY ALLIANCE!

ACTIVATE *MAGNA-BEAM!* FULL POWER RELEASE!

BEAM *ACTIVATED*, SIR! SUBJECT IS RETURNING TO *GROUND*

ELEMENT X IS THE MOST *DESTRUCTIVE SUBSTANCE* KNOWN TO MAN! A FEW *DROPS* OF IT CAN SPLIT THE WHOLE *PLANET* IN TWO

ONLY RAW *STONE* CAN ACT AS A SHIELD AGAINST IT-- AND THE *GREY GARGOYLE* ALONE POSSESSES THE *POWER OF STONE*

IF I DON'T FIND HIM IN *TIME*--HE'LL BE ABLE TO *DESTROY THE EARTH!*

SCRUMPTIOUS SCRIPT BY:
STAN (THE MAN) LEE

ARISTOCRATIC ART BY:
JOHN (RING-A-DING) ROMITA

INCANDESCENT INKING BY:
JOLTIN' JOE SINNOTT

LOTS OF LITTLE LETTERING BY:
ADORABLE ARTIE SIMEK

680 Z

CAN'T LOSE A SECOND

BTHOOM

I LAST SAW THE GARGOYLE IN THAT LONELY STONE YARD

I LEFT THE FALCON THERE, TO TRY TO PICK UP HIS TRAIL*

I'VE GOT TO GO BACK--AND SEE WHAT HAPPENED TO THEM

*THINK WE'RE KIDDING? RE-CHECK LAST ISH AND SEE FOR YOURSELF! --SMUG STAN.

I'VE GOT TO REACH HIM-- FAST

THE GRAY GARGOYLE HAS BECOME--THE MOST DANGEROUS MAN IN THE WORLD!

AND, BACK ON THE HOVERING HELI-CRUISER--

COLONEL-- WHAT WILL HAPPEN IF CAP FINDS THE GREY GARGOYLE?

HE'D BETTER PRAY WE GIT TO 'IM IN TIME

--'CAUSE IT'LL TAKE AN OUTFIT AS POWERFUL AS SHIELD TO HANDLE 'IM

BUT--YOU KNOW STEVE! HE'LL TRY TO STOP HIM HIMSELF-- BEFORE WE ARRIVE

IF HE DOES, YA BETTER KISS 'IM GOOD-BYE

EVEN CAP CAN'T STOP A GUY WITH THE TOUCH OF DEATH

OKAY! NOW THAT WE'VE CLEVERLY CLUED YOU IN, LET'S PLUMMET BACK DOWNSTAIRS--

A DETOUR! BUT--NO TIME TO STOP

IF I CAN KEEP MY SPEED UP, I'LL MAKE IT 'ROUND THE FENCE

HEY, LOOK OUT

AS YOU WERE, FELLAS

JUST THANK YOUR STARS FOR CENTRIFUGAL FORCE

IF THE GARGOYLE HAS ESCAPED BEFORE I CAN REACH THE STONE YARD--

NO! I MUSTN'T EVEN THINK IT! IT JUST MUSTN'T HAPPEN!

THE FALCON! BUT--HE'S ALL ALONE

AND--WHAT HAPPENED TO HIM?

HIS BODY! IT'S TURNED TO STONE

I THOUGHT YOU'D BE COMING BACK

IT MEANS--THE GARGOYLE *GOT* TO HIM! BUT--HE'S *MOVING!* HOW--?

I MUST SERVE THE *GARGOYLE!* AND YOU--ARE HIS *ENEMY*

NO, SAM! IT'S *ME!* IT'S YOUR *PARTNER*

IT'S NO USE! HE'S *CHANGED!* HIS *MIND'S* BEEN AFFECTED--AS WELL AS HIS BODY

WHAT *CHANCE* HAS MANKIND-- IF THE GARGOYLE HAS THE POWER TO DO *THIS?*

YOUR *SHIELD* CAN'T PROTECT YOU FROM *ME*

LISTEN TO ME, SAM! IT'S *CAP!* I'M YOUR *FRIEND!* YOUR *PARTNER!* YOU *MUST* LISTEN--I MUST GET *THRU* TO YOU! *SAM!*

SNAP *OUT* OF IT, MAN! YOU DON'T KNOW WHAT YOU'RE *DOING! THINK,* SAM--*THINK!*

CAN'T FIGHT YOU! NO MATTER *WHAT* HE TOLD ME! CAN'T--FIGHT *CAP*--OHHHH...

SAM!

THE *STRAIN* WAS TOO *GREAT* FOR HIM! HIS OWN BASIC *LOYALTY* SAVED US BOTH

SAM! SNAP *OUT* OF IT! YOU'LL BE ALL RIGHT, OLD FRIEND

MY *BODY!* HE-- TURNED IT TO-- *STONE*

WHAT *HAPPENED* TO HIM? WHERE DID HE *GO?*

I CAN'T *REMEMBER!* EVERYTHING'S JUST A *BLUR*

CAN'T *LEAVE* YOU LIKE THIS! I'LL GET YOU BACK TO THE *HELI-CRUISER*

FURY'S *MEDICOS* WILL FIND A WAY TO *HELP* YOU

WHAT IF THEY CAN'T *CHANGE* ME? WHAT IF I *STAY* THIS WAY?

I *ATTACKED* YOU BEFORE! HOW DO I KNOW--I WON'T DO IT *AGAIN?*

GETTING *DIZZY!* EVERYTHING-- STARTING TO SPIN AROUND! CAN'T HOLD ON--

I'LL HOLD YOU, SAM! *HANG* ON--JUST ANOTHER *MINUTE*

THEY DETECTED THE *PROBE BEAM!* WE'RE GOING *UP*

IT'S A *STONE* FIGURE! THE SONUVAGUN COLLARED THE *GARGOYLE!*

NO! THAT *AIN'T* WHO IT IS! CAP'S GOT--THE *FALCON*

DON'T JUST *STAND* THERE, MAN! SEND FOR YOUR *MEDICS*--ON THE *DOUBLE*

STEVE! IS IT *SAFE* TO BRING HIM ON BOARD?

SAFE? WHAT ARE YOU TALKING ABOUT, SHARON?

I'M NOT SURE! I JUST KNOW I'VE GOT BAD VIBES! THERE'S SOMETHING WRONG

YOU BET THERE'S SOMETHING WRONG! THE FALCON NEEDS HELP--AND HE'S GONNA GET IT

THIS IS NO TIME TO GO FEMININE ON ME, HONEY

NO, STEVE! YOU DON'T UNDERSTAND

ALL I UNDERSTAND IS THE GARGOYLE GOT TO HIM--TURNED HIM TO STONE!

BUT NOW, HE'S ADDED A NEW TWIST! SAM DIDN'T BECOME A STATUE, LIKE THE OTHER VICTIMS! THE FALCON CAN MOVE

BUT HE NEEDS CARE ...WHILE I SEARCH FOR THE GARGOYLE

NO! YOU MUST LISTEN TO ME--

I CAN'T EXPLAIN IT--BUT THE FALCON IS DANGEROUS! HE MUSTN'T REMAIN ABOARD

KNOCK IT OFF, SHARON! YOU'RE TALKING ABOUT MY PARTNER

STOW IT, WINGHEAD! THE GAL COULD BE RIGHT

NOW LISTEN TA ME--

SHARON'S HEAD OF OUR SECRET PSYCHE SQUAD

WHAT'S THAT?

YA CAN CALL IT HYPED-UP WOMAN'S INTUITION

FER STARTERS, SHE'S GOT A PH.D. IN METAPHYSICAL PSYCHOLOGY

THEN, WE GIVE HER TWO YEAR'S TRAININ' IN MENTAL--HEY!

HEAR THEM BELLS RINGIN'?

THAT MEANS RED ALERT!

IT'S COMING FROM *CENTRAL CONTROL*-- THE AREA WHERE THEY TOOK THE *FALCON*

HE MAY BE IN *DANGER*

YER LIVIN' IN A *FOOL'S PARADISE,* MISTER! IT AINT *HIM* WHO'S IN DANGER--

OH, *NO!* OUR *CREW MEN!* THEY--THEY'VE BEEN TURNED TO *STONE*

SHE *TRIED* TA WARN YA ABOUT THE FALCON-- BUT YA WOULDN'T *LISTEN*

NO! IT *CAN'T* BE SAM! HE'S ONE OF THE GARGOYLE'S *VICTIMS*

HE HASN'T THE *POWER* TO DO THIS

YOU ARE *RIGHT!* ONLY THE *GARGOYLE* HAS THE POWER TO TURN MEN TO *STONE*

AND I *SERVE* THE GARGOYLE

NOT NO *MORE,* YA WON'T

SPOK!

YOUR BLASTS CAN'T HARM ME *NOW*

I *ALLOWED* MYSELF TO BE TAKEN ABOARD--SO THAT I COULD BRING THE *GARGOYLE* HERE-- WITH YOUR OWN *VORTEX BEAM*

AND I *SUCCEEDED!* NOW, WITH YOUR *SHIP* IN HIS POWER, *ELEMENT X* WILL SOON BE HIS

AND, ONCE I HAVE *ELEMENT X* --I WILL RULE THE *WORLD!*

THE *GARGOYLE!*

TOUCH THEM NOW, GARGOYLE! TURN EVERYONE INTO--
UNHHH!
THE AUTOMATIC PILOT! HE SET IT FOR THE MOUNTAIN --WHERE THEY'RE STORIN' ELEMENT X
IF WE DON'T CHANGE IT--
FURY! AVOID HIS RIGHT HAND
TOO LATE! I'VE TURNED THE HATCH TO STONE!
NOW NOTHING CAN KEEP ME FROM MY GOAL

SHARON! ONLY ONE THING TO DO--
PLAN D!
MOVE IT! WE'LL KEEP THE GARGOYLE BUSY
NO PLAN CAN STOP ME NOW
WITHIN MINUTES YOU'LL ALL BE STONE
COLONEL! IS THERE NO OTHER WAY?
NEGATIVE! WE GOT NO CHOICE! WE CAN'T LET THE GARGOYLE REACH THAT MOUNTAIN--NO MATTER WHAT

YOU SAID PLAN D?!
NO, FURY--NO! YOU CAN'T! NOT WITH SHARON ABOARD
IT WOULDN'T MATTER IF SHE WUZ WHISTLER'S MOTHER
IT'S THE ONLY WAY TA STOP 'IM
NO PLAN WILL STOP THE GARGOYLE-- OR THOSE WHO SERVE HIM
SHARON! DON'T PULL THAT SWITCH

WE'LL *STILL* HAVE A CHANCE IF I CAN SNAP THE FALCON *OUT* OF IT

LISTEN TO ME, SAM! YOU DON'T KNOW WHAT YOU'RE *DOING!* THE GARGOYLE MUST HAVE GIVEN YOU A *POTION!* *SAM*--CAN YOU *HEAR* ME?

THE GARGOYLE IS--*LIVING STONE*--AND *I* AM LIVING STONE! *HIS* DESTINY--IS *MINE*

I'M *GETTING* TO HIM! HIS SPEECH IS *HALTING*--HE SOUNDS *UNSURE!* I ONLY NEED A FEW MINUTES *MORE*

IT'S NO *GOOD*, CAP! WE CAN'T *WAIT*

PULL THAT LEVER--NOW!

AGENT 13--ACTIVATE *PLAN D!*

YES SIR

IT'S *DONE*, COLONEL! *NOTHING* CAN STOP IT NOW

CLICK!

THAT MEANS THE SHIP *DESTRUCTS* IN 3 MINUTES! WE GOTTA *SPLIT!*

MAKE FOR THE *ESCAPE PODS!* THE CREW IS *WAITIN'*

SPINNG

I SAID *TAKE OFF!* THREE MINUTES AINT *FOREVER*

I'LL KEEP THE GARGOYLE FROM GETTIN' TOO *BORED*

FURY! THAT'S WHAT I *MEANT*--YOU CAN'T STOP THE *GARGOYLE!* BULLETS DON'T *HURT* HIM

SHUDDUP! GIT *OUTTA* HERE! THAT'S AN *ORDER*

I DON'T LEAVE WITHOUT *SHARON*--THE *FALCON*--AND *YOU*

YA GOTTA LEAVE! THERE'S LESS'N TWO MINUTES LEFT

THE CREW'S ALREADY TAKIN' OFF

EACH ESCAPE POD JOINS TOGETHER 'N FORMS AN ORBITING CIRCLE--WHICH CAN LAND ANYWHERE

IF YA WAIT TOO LONG-- YOU'VE HAD IT

SO HURRY UP AND-- -UHHH!-

FURY! WHAT IS IT? WHAT HAPPENED, MAN? WHY--DON'T YOU SAY SOMETHING? FURY!

LOOK FOR YOURSELF AND YOU'LL SOON SEE THE ANSWER

LOOK, CAPTAIN AMERICA! LOOK AND SEE WHY YOU'RE DOOMED

NO!

FURY--AND SHARON! YOU--YOU'VE TURNED THEM BOTH--TO STONE

OF COURSE! THEY HAD NO CHANCE AGAINST ME

YOU CAN'T CARRY THEM TO THE ESCAPE POD IN TIME--AND YOU WON'T LEAVE WITHOUT THEM

SO YOUR PLIGHT IS HOPE-LESS

AS FOR ME, I NEED NOT FEAR! I CAN GLIDE TO SAFETY AT THE VERY LAST MINUTE

SO! YOU'RE GOING TO SAVE YOURSELF, ARE YOU?

NO! NO! I WON'T FAIL THEM! I'LL FIND A WAY

THE DESTRUCT PANEL--IT'S AUTOMATIC! ONCE ACTIVATED, NOTHING CAN STOP IT

UNLESS--

IT'S A LONG SHOT--BUT I'VE GOT TO TRY IT

IF WE MUST DIE--I'LL TAKE YOU WITH US

YOU FOOL! THERE IS STILL 30 SECONDS

--TIME ENOUGH FOR ME TO TURN YOU TO STONE

THWOMP!

MISSED ME! JUST AS I HOPED YOU WOULD

AND WHEN I DUCKED-- YOU TOUCHED THE DESTRUCT CONTROL INSTEAD

WHAT DOES IT MATTER? I'LL GET YOU SOONER OR LATER

BUT IN THE MEANTIME, I DID WHAT I HAD TO

YOU THINK YOU'VE SAVED YOURSELF? HOW? HOW?

WITH THE AUTOMATIC COMPUTER TURNED TO STONE--THE DESTRUCT ACTION WILL BE HALTED

THAT MEANS-- THE SHIP WON'T BLOW

FALCON! STOP HIM! SEIZE HIM! I'LL TURN HIM TO STONE-- FOREVER

I MUST DO AS THE GARGOYLE COMMANDS

BUT, WHY IS MY MIND SO CONFUSED?

WHY DO I HESITATE? WHY CAN'T I ACT--AS I'VE BEEN ORDERED TO?

IT'S BECAUSE **NO ONE** CAN MAKE YOU DO WHAT YOUR **BRAIN**--AND YOUR **HEART**--TELL YOU **NOT** TO

DON'T JUST **STAND** THERE, YOU FOOL! **GRAB** HIM

I'VE GOT TO LEAP **PAST** HIM--HAVE TO KEEP **MOVING**

NO TIME TO **STOP!** IF HE SHOULD **TOUCH** ME--

BUT--OUTSIDE THE **WINDOW**--! OH **NO!** **NO!** IT MUSTN'T **BE!**

THE **AUTOMATIC PILOT** HAS BROUGHT US TO SHIELD'S MOUNTAIN **STRONGHOLD**--THE SECRET PLACE WHERE THE DEADLY **ELEMENT X** IS HIDDEN

EVEN AS I **WATCH**--THE CAMOUFLAGED **PORTALS** ARE STARTING TO OPEN

THEY SUSPECT **NOTHING!** BUT --IF THE **GARGOYLE** SHOULD GET **INSIDE**--IF HE SHOULD SEIZE **ELEMENT X**--

HE COULD CONTROL--THE **WORLD!**

BUT *WAIT!* I SHOULD HAVE *KNOWN*--

SHIELD WOULD NEVER BE THAT *CARELESS!* THEY WOULDN'T EVEN ADMIT THE *HELI-CRUISER* WITHOUT THE OFFICIAL *CODE-WORD*

MOUNTAIN ROOST TO *FLOATING FORT!* YOU'VE ENTERED OUR *DEFENSE PERIMETER!* SIGNAL THE PRE-ARRANGED *CODE KEY*--OR WE WILL *BLAST* YOU FROM THE SKIES

BUT--ONLY *FURY* KNOWS THE CODE SIGNAL--AND I'VE TURNED HIM TO *STONE!* HE CANNOT *ANSWER*

THERE'S ENOUGH *FIRE-POWER* ON THAT MOUNTAIN TO *ATOMIZE* THIS SHIP

BUT IT MUSTN'T *HAPPEN!* NOT WITH *FURY*-- THE *FALCON*-- AND *SHARON* ON BOARD

HE WON'T REVERT TO *FLESH AND BLOOD* FOR AT LEAST AN *HOUR*--

--AND THAT'LL BE *TOO LATE*

MOUNTAIN ROOST TO *FLOATING FORT!* YOUR TIME IS *UP!*

ALL BATTERIES-- COMMENCE FIRING!

BUT OOM

IT'S TOO *LATE!* WE'RE *IN* FOR IT NOW

THE HOVER-CRUISER HASN'T A *CHANCE*-- NOT WITHOUT A FULL *CREW* TO MAN ITS *DEFENSES*

BUT--IF I CAN JUST GET THE OTHERS TO ONE OF THE REMAINING *LIFE-CRAFTS*--

I--CAN ONLY MANAGE-- TO CARRY *TWO*--AT A TIME

I'VE GOT TO COME BACK FOR THE *FALCON*-- SOMEHOW...

NO! NO! I WON'T BE BEATEN NOW! NOT WHEN I'M SO CLOSE! SO CLOSE!

FALCON! AFTER HIM! STOP CAPTAIN AMERICA!

YOU'RE DEFYING ME! I KNOW YOU CAN RUN FASTER THAN THAT

I MUST OBEY! BUT --IT'S SO HARD! SO HARD

YOU'LL PAY FOR YOUR BETRAYAL! I SWEAR IT

THE GARGOYLE SAYS--YOU MUST NOT ESCAPE

IT'LL TAKE MORE THAN HIM TO STOP ME

PERFECT! HE'S LUNGING ONTO THE LIFE-CRAFT! JUST WHERE I WANT HIM

YOU DON'T WANT TO FIGHT ME! THAT'S WHY YOUR REFLEXES ARE SLOW! THAT'S WHY I'M ABLE TO STOP YOU

SHARON!! SHE'S AT THE EDGE!! SHE-- SHE'S TOPPLING!

THANK HEAVEN YOU'RE ABOARD! NOW WE CAN TAKE OFF

OH GOD! DON'T LET ME MISS! DON'T LET ME MISS!

SHARON! I'VE GOT YOU! I'LL NEVER LET GO

FALCON! NOW'S YOUR CHANCE

ATTACK YOUR FORMER PARTNER! YOU MUST OBEY ME! YOU HAVE NO CHOICE!

MY POTION HAS SAPPED YOUR WILL

I LOVE YOU, SHARON! I WON'T LET YOU DIE! IF ONLY YOU COULD HEAR ME-- MY DARLING

NOW! NOW! ATTACK HIM NOW

STEVE! LOOK OUT!

I-- DON'T WANT-- TO DO THIS

I DON'T WANT --ANY HARM-- TO COME TO YOU! OR--TO ANYBODY--

SAM!

THE POTION IS WEARING OFF! HIS HOLD OVER YOU IS WEAKENING! LISTEN TO ME, SAM--LISTEN!

MY HEAD-- IT'S BURNING! CAN'T THINK! NOTHING BUT-- PAIN--

MUST OBEY--THE *GARGOYLE!* BUT-- DON'T *WANT* TO! DON'T--*WANT*-- TO...

STOP! LOOK AT YOUR-SELF! *LOOK!*

THE GARGOYLE'S *SERUM*-- AND HIS TOUCH OF *STONE*-- THEY'RE WEARING *OFF!* YOUR FLESH IS BECOMING *NORMAL* AGAIN

MY *BODY!* IT'S TURNING *BACK*-- TO *FLESH AND BLOOD*

THE *PAIN*--IT'S GOING AWAY! I--I CAN *THINK* AGAIN! MY *MIND*--I CAN FEEL IT *CLEARING*

THAT MEANS WE'RE A *TEAM* ONCE MORE! WE'LL BE ABLE TO--OH, *NO!*

FALCON! LOOK!

THE GARGOYLE DOESN'T *NEED* A LIFE-CRAFT! HE HAS THE POWER TO *GLIDE!*

HE'S HEADING FOR THE *STRONGHOLD!* HE'S AFTER-- *ELEMENT X!*

QUICK! WE'VE GOTTA *STOP* HIM

GOTCHA, PARTNER! *HANG ON!* WE'RE TAKING OFF--RIGHT *NOW*

CAP! YOU'RE HEADING IN THE WRONG DIRECTION

I KNOW IT, SAM! I'VE GOT NO CHOICE

THEY'RE STILL FIRING AT THE CRUISER! IT CAN'T LAST ANY LONGER

IT HAPPENED!

IF WE'D BEEN ANY CLOSER-- NONE OF US WOULD HAVE SURVIVED

OKAY! THE SHIP'S GONE! NOW IT'S JUST US-- AGAINST THE GARGOYLE

BUT HE'S TOO FAR AHEAD! WE'LL NEVER REACH HIM IN TIME

HE'S GLIDING TOWARDS THE PORTALS-- BEFORE THEY CAN BE SHUT

HE MADE IT! THE DEADLIEST HUMAN ALIVE IS INSIDE THE STRONGHOLD

--WHERE ELEMENT X WILL BE HIS FOR THE TAKING

NEXT

CAP and the FALCON

FIGHT AS A TEAM ONCE AGAIN! WHILE A FEW LITTLE DROPS OF ELEMENT X CAN SHATTER THE EARTH!

CAPT. AMERICA

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STILL 15¢

APPROVED BY THE COMICS CODE AUTHORITY

CAPTAIN AMERICA AND THE FALCON™

MARVEL™ COMICS GROUP

ACTION!! in the MARVEL MANNER!

THIS IS THE ONE YOU'VE BEEN WAITING FOR--- THE UNBELIEVABLE ENDING!

ROMITA

CAPTAIN AMERICA, AND THE FALCON™

THE ULTIMATE WEAPON, KNOWN ONLY AS *ELEMENT X*, MAY FALL INTO THE DEADLY CLUTCHES OF *THE GARGOYLE* AT ANY MOMENT---WITH *CAPTAIN AMERICA* AND *THE FALCON* THE WORLD'S ONLY HOPE TO *STOP* HIM---*

AND IN THE END...

FURY'S *COMING AROUND*, CAP! LOOKS LIKE HE'LL *MAKE* IT!

SO IF YOUR *CHICK'S* OKAY, WE'D BETTER GET *MOVING!*

NOT *YET*-- NOT UNTIL I'M *CERTAIN* SHE'LL RECOVER!

SHARON-- DARLING! CAN YOU *HEAR* ME?! IF ANYTHING'S *HAPPENED* TO YOU---

EDITED BY: STAN LEE
WRITTEN BY: GARY FRIEDRICH
PENCILLED BY: JOHN ROMITA
INKED BY: JOE SINNOTT
LETTERED BY: SAM ROSEN

BEIN' TURNED TO *STONE* FOR AN HOUR AIN'T *NUTHIN'* COMPARED TO WHAT'LL HAPPEN IF THAT *ROCK-HEAD* GETS HOLD OF ELEMENT X!

MY ARM'S *KILLIN'* ME, BUT NOT SO BAD I DON'T KNOW WE GOTTA *GET* THE GARGOYLE--NO MATTER *WHAT* HAPPENS TO *AGENT 13!*

* WE KNOW THAT'S A SOMEWHAT SHORTENED SYNOPSIS, BUT WITH THE AGONIZING *ACTION* THAT LIES AHEAD, WE DIDN'T THINK YOU'D WANT US TO HOLD YOU *UP!* SO LET'S *MOVE*, BABY!

CAP-- IS IT REALLY *YOU?* I'M A LITTLE *GROGGY!*--

--AFRAID I MIGHT BE--- *DREAMING!*

IT'S FOR *REAL,* HONEY-- AND NOW THAT YOU'RE *OKAY*---

--WE'RE GOING TO BE TOGETHER FROM *NOW ON!* THAT'S A *PROMISE!*

I KNOW THAT STAYING APART ISN'T THE *ANSWER* TO OUR PROBLEMS, AND---

OH, BE *QUIET*--- AND *KISS* ME!

I'VE BEEN A *FOOL* THESE PAST MONTHS, BUT I'M GOING TO MAKE IT *UP* TO YOU!

YOU JUST *DID*--AND WITH *INTEREST,* I MIGHT ADD!

I FEEL AS THOUGH WE'VE REALLY *FOUND* EACH OTHER--- FOR THE *FIRST TIME!*

HEY, MAN---!

IT'S *REDWING!*

KAAAAA!

THE EFFECTS OF THE GARGOYLE'S *STONE TOUCH!*

THEY SEEM TO HAVE WORN OFF *HIM,* TOO!

PERHAPS HE CAN BE OF SOME *HELP* TO US!

YEAH, MAN--AND I CAN *DIG* IT!

LET'S *HOPE* SO! WE'RE GOING TO NEED ALL WE CAN *GET!*

HE'S NEVER FAILED ME YET, HAVE YOU, OLD BUDDY?!

KAAAAAA

RIGHT ON, MAN!

I HATE TO *INTERRUPT* THE HAPPY REUNIONS, BUT IF YOU'LL *EXCUSE* ME---

WE GOT A *MADMAN* TO WORRY ABOUT UP THERE!

NOT TO MENTION THE FACT HE COULD GET HIS HANDS ON *ELEMENT X* ANY SECOND NOW!

SO, MUCH AS I HATE TO BE A *KILLJOY*, I THINK WE BETTER *DO* SOMETHIN' ABOUT IT!

NOW, THE WAY *I* SEE IT, THE GUARDS AT THE ROOST CAN'T *HANDLE* THE GARGOYLE---

WHICH MEANS THAT *WE* HAVE TO!

AND, AT THAT SAME INSTANT, *INSIDE* THE CAVERNOUS SCIENTIFIC COMPLEX, FILLED WITH DENSE *SMOKE* FROM THE RECENT BATTLE---*

WHERE ARE THE *GUARDS?!* DOES NO ONE COME TO *PROTECT* THE PRECIOUS ELEMENT X?! DOES IT MEAN SO *LITTLE* TO SHIELD?!

OR COULD IT BE THAT SHIELD'S STALWART SENTINELS QUIVER IN *FEAR* OF THE GARGOYLE'S *TOUCH*?!

*LAST ISH, WHEN THE ROOST'S CANNONS WERE FORCED TO SHOOT DOWN THE *HOVERCRAFT!* AND THAT'S THE LAST TIME WE'RE GONNA *REMIND* YOU! --- STERN STAN.

SUDDENLY, FROM OUT OF THE RAPIDLY DISSIPATING HAZE APPEARS THE *ANSWER* TO THE WINGED ABOMINATION'S TAUNTING CHALLENGES--- IN THE FORM OF A FLOATING TURRET, ARMED WITH THE LATEST INVENTION OF *TONY STARK'S* ARMAMENT FACTORY--- *THE ULTRA-REPULSOR RAY CANNON*---

AH! SO YOU DARE *RESPOND* TO MY PRESENCE!

TARGET COMING INTO *CLEAR VIEW!* TAKE AIM AND PREPARE TO *FIRE!*

READY..

AIM...

COMMENCE FIRING!!

HAH! NO MATTER HOW *MODERN* THE WEAPON, IT HAS NO CHANCE TO PENETRATE THE FORTRESS OF MY *LIVING STONE BODY!*

NOR CAN ANY OF YOU EVEN *HOPE* TO SURVIVE MY *TOUCH OF DEATH*---

---THOUGH *THAT* WILL NOT COME UNTIL I HAVE FIRST *TOYED* WITH YOU A BIT!

YOU WOULD HARDLY *SUSPECT* THAT A SEEMINGLY HARMLESS PIECE OF EQUIPMENT SUCH AS AN *OXYGEN CYLINDER*---

--- COULD EASILY BE TURNED INTO AN INSTRUMENT OF *DESTRUCTION!*

BUT THE SLIGHTEST *TOUCH* OF MY RIGHT HAND CAN TURN EVEN A STREAM OF *GAS*---

--- INTO A *MISSILE* OF SOLID STONE---

--- WHICH NEED ONLY BE HURLED *ON TARGET* TO DESTROY YOUR PUNY *DEFENSE MECHANISMS!*

AND NOW--*ENOUGH* OF THIS DALLYING! THE TIME HAS COME TO RENDER YOU *HELPLESS*--

-- BY TURNING YOU *YOURSELVES* TO STONE!

HE'S-- REALLY *DOING* IT! AND--- WE'RE TOO WEAK-- TO GET *AWAY!*

SO MUCH FOR COLONEL FURY'S *FINEST!* IT WILL BE AN *HOUR* BEFORE I NEED BE CONCERNED WITH *THEM* AGAIN---

--- AND BY THEN, ELEMENT X WILL BE *MINE*, ALONG WITH THE POWER TO MAKE EVERY MAN ON *EARTH* DO MY BIDDING!

OF COURSE, I STILL HAVE TO *FIND* IT, BUT THAT SHOULD POSE NO *PROBLEM*---

SINCE THERE IS NO ONE AROUND TO *HINDER* MY SEARCH!

KAAAAAAAAAA!

THERE'S *REDWING!*

AND IT SOUNDS LIKE HE'S *FOUND* SOMETHING!

HE MUST'VE FOUND A WAY IN FROM *ON TOP*--- AND I KNOW A *FAST* WAY FOR US TO GET *UP* THERE!

BE RIGHT *WITH* YOU, PARTNER! YOU STAY HERE WITH THE *COLONEL*, DARLING --- BUT IF ANYTHING SHOULD *HAPPEN*---

DON'T EVEN *THINK* IT! JUST BE *CAREFUL!*

FEET TT!!

CONTACT!

WE'RE ALL *SET*, CAP--- SO STOW THE *SOAP OPERA* SCENE AND LET'S *SWING!*

HANG ON *TIGHT*, MAN--AND PREPARE TO EXECUTE *PLAN D!*

I'M WITH *YOU*, AND IN CASE YOU'RE WORRYING ABOUT MY *MENTAL STATE*---

---AS OF RIGHT NOW, I'M READY TO *TAKE CARE OF BUSINESS!*

OUTTASITE! KEEP JIVIN' LIKE THAT, AND I MAY BE ABLE TO MAKE A *SOUL BROTHER* OUT OF YOU *YET!*

BUT BEFORE WE CAN GO *UPTOWN*--- WE GOTTA GO IN THE *OPPOSITE* DIRECTION, AND THIS IS WHERE YOU GET *OFF!*

ONE ACROBATICALLY-CONTROLLED *DIVE* WITH A SHIELD-FIRST CRASH THROUGH THE DOME-- *COMING UP!*

HAVE TO TUMBLE JUST *RIGHT*--TO SLOW THE RATE OF *DESCENT*---

---AND BE CERTAIN I HIT WITH MY *SHIELD!*

IF I *DON'T*, THE GLASS WILL RIP ME TO *SHREDS!*

BLASH!!

SO MUCH FOR THE *ENTRANCE*--- BUT IT MUST BE A *HUNDRED FEET* TO THE FLOOR!

HAVE TO FIND SOMETHING TO LATCH *ONTO*--*FAST*!! MAYBE THAT *IRON BAR* BELOW---

GOT IT!

YOU'RE THINKING *OUT LOUD*, CAP-- AND TO *ANSWER* YOU---

I DEFINITELY *CAN*-- WITH A LITTLE HELP FROM THE OLD *HAWK-HOOK*!

HOW DO THINGS *LOOK* DOWN THERE?!

NOW TO GET *THE FALCON* DOWN HERE--- IF HE CAN *FOLLOW* MY ACT!

WE WON'T HAVE ANY *HELP*! THE GUARDS HAVE ALL BEEN TURNED TO *STONE*!

IN *OTHER* WORDS-- IT'S ALL UP TO *US*!

WE MAY HAVE A *CHANCE*, THOUGH--- IF WE CAN LURE THE *GARGOYLE* INTO SOME SORT OF *TRAP!*

I HEAR YOU *KNOCKIN'*, BROTHER! HOW ABOUT LETTIN' ME *IN?*

HOLD *EVERYTHING!* I THINK I'M HOMING IN ON YOUR *VIBRATIONS!* YOU'RE THINKING MAYBE WE CAN GET HIM *INSIDE THE STONE RECEPTACLE?!*

YOU *KNOW* IT! IT'S A *LONG* SHOT, BUT IF WE *COULD*---

--WE COULD BLAST HIM INTO *ORBIT*--- ALONG WITH THE *ELEMENT X!*

CHECK! THE ROCKETS ARE *ATTACHED* TO THE RECEPTACLE AND READY FOR *FIRING!*

AND SINCE SHIELD WAS PLANNING TO ORBIT IT *ANYWAY*--- WE NEED ONLY *FIND* THE GARGOYLE AND ADD HIM TO THE *PAYLOAD!* NOT THAT IT WILL BE *EASY!* BUT WE HAVE TO *TRY!*

WHILE, AT THE *FOOT* OF THE GARGANTUAN STONE SATELLITE, THE GRUESOME FORM OF THE *GREY GARGOYLE* GLOATS OVER HIS EVER-NEARING *TRIUMPH*---

IT'S *MINE!* AT LAST, AFTER ALL MY PLANNING AND SCHEMING, ELEMENT X IS WITHIN MY *GRASP!*

SUBMERGED BENEATH THESE TONS OF *CEMENT* IS THE CHEMICAL WHICH WILL GIVE ME THE POWER TO CONTROL THE *WORLD!*

AND I NEED MERELY PRESS THIS *BUTTON* TO HAVE IT DELIVERED INTO MY *POSSESSION!*

THEN, WITH A RUMBLE OF MOTORS AND THE WHIR OF MACHINERY, THE RECEPTACLE *OPENS*-- AND A SEEMINGLY HARMLESS *CANNISTER* EMERGES--

THERE IT *IS! ELEMENT X IS MINE!*

BUT IT IS FAR TOO *DANGEROUS* TO BE CARRIED IN A MERE TIN CANNISTER!

AND SINCE THE ONLY SUBSTANCE STRONG ENOUGH TO *WITHSTAND* ITS FORCE IS *STONE*---

---I NEED ONLY *TOUCH* IT TO BE SAFE!

THERE! ALTHOUGH I WON'T BE ABLE TO *USE* IT FOR AN HOUR---

---THERE WILL BE NO DANGER OF ITS *EXPLODING* BEFORE I CAN RETURN IT TO MY *OWN LABORATORY*---

---WHERE I HAVE DEVISED MY *OWN* PROTECTIVE RECEPTACLE FOR IT!

THEN, WHEN THE WORLD LEARNS I *HAVE* THE CHEMICAL, I WILL USE THE MERE *OWNER-SHIP* OF IT TO BRING THE GREATEST NATIONS TO THEIR *KNEES!*

CLIK!

BUT FOR NOW, SO YOU CAN CATCH YOUR *BREATHS*, LET'S SWITCH BACK TO A *HARLEM HOSPITAL* FOR A CHECK ON *REVEREND GARCIA*, WHOM WE HAVEN'T SEEN SINCE WAY BACK IN *ISH #139*---

GOOD MORNING, REVEREND! FEELING ANY *BETTER* NOW?

MUCH, GRACIAS.. ALTHOUGH I DO NOT RECOMMEND BEING TURNED TO *STONE!*

I'LL TRY TO *AVOID* IT--- BUT I DIDN'T COME HERE FOR *ADVICE!*

I CAME HERE TO TALK TO YOU ABOUT A *ROOKIE COP!*

SI! AND I HOPE IT IS THE ONE NAMED *STEVE ROGERS!*

HE HAS A FEELING FOR *YOUTH*, AND COULD BE OF GREAT *HELP* HERE IN THE SLUMS!

AS YOU KNOW, THE YOUTH OF THIS DISTRICT ARE *RESTLESS*-- *REBELLIOUS* AT TIMES!

BUT THEY NEED *UNDER-STANDING* AND *GUIDANCE* --- AND OFFICERS SUCH AS SEÑOR ROGERS COULD *SUPPLY* THIS!

BULL, PREACHER-MAN! WHY ARE YOU TRYIN' TO *COVER UP* FOR THAT HONKY COP?!

I'M AFRAID I DON'T *UNDER-STAND*, MISS---?!

DON'T YOU BE *SWEATIN'* MY NAME, WHITEY! JUST HEAR WHAT I'M *LAYIN' DOWN!*

WORD AROUND THE *NEIGHBORHOOD* IS THAT YOUR BOY *WHIPPED UP* ON THE REVEREND HERE--- AND YOU'RE TRYIN' TO *WHITEWASH* IT!

AND IF WE FIND OUT THAT'S *TRUE*-- THIS SLUM'S GONNA *BURN*, BABY!

YOU ARE *WRONG*, LEILA-- CREATING FALSE TALES TO SUIT YOUR *OWN* HATREDS AND PREJUDICES!

THE POLICEMAN STEVE ROGERS IS A *FRIEND* OF THIS NEIGHBOR-HOOD!

SAVE IT FOR THE *ESTABLISH-MENT PAPERS*, REVEREND! THIS SISTER'S *HAD* IT WITH THE WHITE MAN'S LIES!

YOU'RE MAKING A TERRIBLE *MISTAKE*, MISS!

IF HER ATTITUDE *REFLECTS* THAT OF THE COMMUNITY, WE'RE IN *BIG TROUBLE*, REVEREND!

THIS NEIGHBORHOOD COULD GO UP IN *FLAMES* AT ANY SECOND!

ONLY IN BOTHERING TO *TALK* TO YOU!

BUT THE PROBLEM OF *NEW YORK* WILL HAVE TO TAKE A BACK SEAT TO A MENACE WHICH THREATENS THE *ENTIRE WORLD* FOR THE TIME BEING--WHICH IS OUR SUBTLE WAY OF SAYING, *IT'S ACTION TIME*...

THERE HE *IS*... AND IT LOOKS LIKE HE ALREADY *HAS* THE ELEMENT X!

WELL, IN *THAT* CASE...

ATTACK, REDWING!!

RRAK!

NOT MUCH HIS *TALONS* COULD DO AGAINST THAT *STONE BODY*... EXCEPT BUY US A SPLIT SECOND OF *TIME!*

WHICH IS JUST WHAT HE *DID*... ENOUGH FOR US TO GET *CLOSER*-- AND GET *MANEUVER K* INTO ACTION!

WHA--?! YOU FOOLS-- YOU'RE *TOO LATE!* I CAN'T BE *STOPPED* NOW-- CERTAINLY NOT BY *YOU!*

NOBODY CAN ACCUSE YOU OF BEING SHORT ON **CONFIDENCE**--- BUT MAYBE THIS WILL **SHAKE** YOU A LITTLE!

THOK!

NO MORE THAN IT WOULD SHAKE A SOLID STONE **WALL**, IMBECILE!

YOU EVEN MOMENTARILY FORGOT MY POWER OF **FLIGHT**--- A SLIP WHICH WILL PROVE **FATAL!**

WATCH IT! HE'S SWOOPING DOWN TOWARD THE **CABLE!**

HE'S SLICED IT IN **HALF!**

SO YOU **SAY**, BROTHER! MAKE A TUMBLE FOR THAT **CHAIN!**

THINGS'LL BE A LITTLE **MESSY** IF WE **MISS!**

I'VE **GOT** IT---

-- BUT THE **GARGOYLE** IS MOVING IN FOR THE **KILL!**

NOT YET, MY FOOLISH ADVERSARIES!

BEFORE I FINISH YOU, I WANT YOU TO KNOW OF MY PLANS---

--THE PLANS WHICH WILL MAKE AN ENTIRE PLANET TREMBLE AT MY FEET!

COME OFF IT, GARGIE, BABY!

THAT BIT'S BEEN DONE BEFORE--BY BETTER MEN THAN YOU!

KEEP TAUNTING HIM! DON'T LET HIM SEE THAT FURY AND SHARON HAVE ARRIVED ON THE SCENE!

MOCK ME IF YOU MUST, BUT IT WILL NOT CHANGE THE ENDING--- NOT NOW THAT I HAVE ELEMENT X IN THIS CANNISTER ON MY BELT!

PERHAPS YOU HAVE IT--BUT YOU'LL NEVER CONTROL IT!

WHAT IN BLAZES IS WINGHEAD BLABBERIN' ABOUT?!

HE KEEPS MENTIONING THE WORD CONTROL--- LIKE IT'S A SIGNAL FOR US!

I HAVE A FEELING--HE WANTS US TO GO TO THE ROCKET CONTROL CENTER!

WELL, COME ON, LADY! WE DON'T WANNA KEEP HIM WAITIN'!

FURY AND SHARON GOT MY *MESSAGE!* THEY'RE HEADING FOR *ROCKET CONTROL!*

NOW IT'S TIME FOR US TO DO *OUR* THING!

SPYONG!

THEN LET'S GET *WITH* IT! THIS CAN'T END *SOON* ENOUGH FOR ME!

SO-- EVEN IN THE FACE OF *DEATH,* YOU CHALLENGE ME WITH YOUR PUNY *SHIELD?!*

WHILE I *ADMIRE* YOUR COURAGE-- I *LOATHE* YOUR FAILURE TO GRASP THE *SERIOUSNESS* OF YOUR SITUATION!

AND *BECAUSE* OF THAT--- YOU ARE ABOUT TO *DIE,* AVENGER!

HERE HE *COMES,* FALCON! GET SET TO PUT *OPERATION L* INTO ACTION!

IT'S A *LONG SHOT,* BUT IT'S THE ONLY CHANCE WE *HAVE!*

THEN, AS THE MAN OF STONE CHARGES TO DEAL HIS AWESOME *DEATH BLOW,* THE RED-WHITE-AND-BLUE AVENGER RAISES HIS *SHIELD* AT THE LAST POSSIBLE INSTANT, AND---

FLIP *FORWARD,* FALCON--- *NOW!*

I'M WAY *AHEAD* OF YOU, CAP! JUST LEAVE THE NEXT MOVE UP TO *ME!*

THOK!

GREAT *CATCH*, REDWING! WILLIE MAYS WOULD EAT HIS *HEART* OUT!

NOW *FOLLOW ME*, BROTHER-- WHILE CAP KEEPS *THE GARGOYLE* BUSY!

AND WHATEVER YOU *DO*--- DON'T *DROP* THAT CANNISTER, UNLESS YOU WANT TO GET BLOWN CLEAR TO THAT GREAT BIRD SANCTUARY IN THE *SKY*!

IF CAP CAN JUST HOLD HIM *OFF*--- UNTIL WE GET THE CANNISTER INSIDE THE *ROCKET*---

-- WE JUST MIGHT *PULL OFF* THIS DEAL-- WITH A LITTLE HELP FROM OUR *FRIENDS*!

-AND SPEAKIN' OF FRIENDS-- IT LOOKS LIKE OLD ROCK HEAD IS *ON* TO US!

COME ON, REDWING--- FOLLOW ME INTO THE *ROCKET* HATCH!

MORON! DO YOU THINK YOU CAN *HIDE* FROM ME IN THE ORBITAL STONE LABORATORY?!

I'LL SIMPLY TURN THE *INSIDE* OF IT TO STONE--- AND YOU ALONG *WITH* IT!

HE'S *FALLING* FOR IT-- IF WE CAN KEEP HIM FROM GETTING WISE FOR ANOTHER FEW *SECONDS*...

--*OUTTASITE*, REDWING! YOU'VE *DONE* YOUR BIT! NOW IT'S *MY* TURN!

DROP THAT *CANNISTER!*

I'VE WORKED TOO HARD TO *GET* IT...

...TO LET IT *SLIP FROM MY GRASP!*

THIS IS YOUR LAST *CHANCE!* GIVE ME THE CANNISTER AND I WILL ALLOW YOU TO *LIVE!*

UP AGAINST THE *WALL*, UGLY! THE FALCON DOESN'T *MAKE* DEALS!

BTANG!

UUUNNNHHH!

GOT HIM BY *SURPRISE!* AND NOW I'M ACTIVATING THE *DIAPHRAGM HATCH LOCK!*

THAT'S OUR CUE TO *EXIT*, REDWING! *LET'S GO!*

MOVE *FAST*... AND I'LL BE RIGHT *BEHIND* YOU!

SORRY TO CUT OUT ON WHAT'S BOUND TO BE A *WILD TRIP*... BUT I LIKE IT HERE ON *EARTH!*

WHERE ARE YOU *GOING?* WHY ARE YOU *RUNNING* FROM ME?! DON'T YOU KNOW YOU CAN'T *ESCAPE?!*

DO THEY ACTUALLY BELIEVE A MERE **STEEL LOCK** CAN STOP ME?

I'LL BATTER MY WAY THROUGH IT AS IF IT WERE ***TISSUE PAPER!***

NO!

IN MY ANXIETY TO GO ***AFTER*** THEM---

--I UNWITTINGLY TOUCHED THE LOCK WITH MY ***RIGHT HAND*** -- AND TURNED IT TO ***SOLID STONE!***

IT'S FALLING INTO PLACE LIKE THE LAST FIVE MINUTES OF A ***MISSION IMPOSSIBLE*** SCRIPT!

YOU ***KNOW*** IT--- EXCEPT THOSE GUYS ALWAYS ***GET AWAY*** IN TIME! AND ***US*** I'M NOT SO ***SURE*** ABOUT!

IF WE'RE NOT IN A SHELTER WHEN FURY THROWS THE ***SWITCH*** -- THOSE ROCKETS'LL ***FRENCH-FRY*** US!

NOW I KNOW WHAT ***STEPPIN FETCHIT*** MEANT WHEN HE SAID ***FEET DO YO' STUFF!***

THEY'LL REACH THE SHELTER IN A FEW MORE ***SECONDS,*** COLONEL!

GLAD TO ***HEAR*** IT-- 'CAUSE THAT'S ALL THE TIME THEY ***GOT!***

FIVE SECONDS TO ***BLAST OFF--FOUR--THREE--TWO--ONE--***

WHOOM!

THEN, IN A FIERY PAROXYSM OF RAW, BRUTE FORCE, THE GIGANTIC ROCKET RIPS OFF THE *MOUNTAIN TOP* AND STRAINS TOWARD THE FAR REACHES OF *OUTER SPACE*---

WHILE, *ABOARD SHIP*---

I CAN'T BE *CHEATED* THIS WAY-- DOOMED TO ORBIT THE EARTH WITH THE GREATEST WEAPON KNOWN TO MANKIND--- AND UNABLE TO MAKE *USE* OF IT!

BUT, ALAS, THERE IS LITTLE *CHOICE* FOR THE GREY GARGOYLE, AS THE NOSE CONE *SEPARATES* FROM THE STONE-ENCASED LABORATORY AND SWINGS INTO AN ORBIT *MILES ABOVE* THE VERY PLANET ITS SOLE INHABITANT PLANNED TO *RULE*...

WELL, THERE GOES FIFTY-MILLION DOLLARS OF THE *TAX-PAYERS'* MONEY---

---AND I CAN'T SAY IT DID *ANYBODY* A WHOLE, CHICKEN-SCRATCHIN' LOT OF *GOOD!*

ONLY THAT THE ENTIRE *WORLD* CAN SLEEP A LITTLE BETTER TONIGHT--- KNOWING THAT ELEMENT X IS WHERE NO ONE CAN EVER USE IT TO *DESTROY* US ALL!

YEAH. STILL, AIN'T IT TOO BAD *ALL* NUCLEAR WEAPONS COULDN'T HAVE BEEN ON BOARD!

BUT I GUESS THAT'D BE TOO *EASY* A WAY *OUT* FOR US, WOULDN'T IT?!

YES! AND, UNTIL WE ALL LEARN TO LIVE LIKE *BROTHERS*, THERE'LL ALWAYS BE *ANOTHER* ELEMENT-X TO *CHALLENGE* US!

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IT... IT CAN'T BE!

ROMITA

IT ISN'T POSSIBLE... NOT HIM!

"POWER TO THE PEOPLE!"

CAPTAIN AMERICA, AND THE FALCON™

STAN LEE PROUDLY PRESENTS A TALE OF OUR TIMES

By GARY FRIEDRICH AND JOHN ROMITA

LETTERED BY SAM ROSEN

"YOU SAY YOU WANT A REVOLUTION, YOU BETTER GET IT ON RIGHT AWAY..." JOHN LENNON --1971

POWER TO THE PEOPLE

THE GREY GARGOYLE IS TRAPPED IN ORBIT-- AND THE STATUE OF LIBERTY IS STILL STANDING...*

YEAH-- AT LEAST UNTIL WE GET BACK TO SHIELD HQ--- AND FIND OUT WHAT NUTBALL'S GONNA TRY TO BLOW UP THE WORLD NEXT!

* AS PEERLESSLY PORTRAYED IN OUR LAST ISH! -- STAN.

723

DON'T EVEN *THINK* THAT WAY, COLONEL---

--NOT AFTER WHAT WE'VE ALL *BEEN* THROUGH!

LADY, IN *THIS* BUSINESS--YOU LEARN TO WORRY ABOUT WHAT'S GONNA HAPPEN *BEFORE* IT HAPPENS---

FURY CALLIN' *JERSEY BASE TEN!* WE'RE *COMIN' IN!*

AND, WITHIN MOMENTS, THE HOVER-CARRIER *ESCAPE CRAFT* SETTLES UNNOTICED TO THE GROUND IN A REMOTE SWAMP ACROSS THE HARBOR FROM *MANHATTAN*---

--TO BE SWIFTLY SWALLOWED BY A CONCEALED *ELEVATOR* AND DROPPED TO AN ELABORATE *UNDERGROUND TRANSIT SYSTEM*---

STOP GAWKIN' AND *GET IN,* YA MEATHEADS! HOW'DJA *THINK* WE GOT TO HQ ON THE *QT*---BY THE *LONG ISLAND RAILROAD?!*

WE GOTTA *REMEMBER* THIS, CAP-- NEXT TIME WE WANNA SPEND A WILD NIGHT IN *NEWARK!*

THEN, AT SPEEDS WHICH WOULD BOGGLE THE MIND OF THE SLEEPIEST *STRAP-HANGER,* THE SHIELD STALWARTS ARE WHISKED UNDER THE ICY WATERS OF NEW YORK HARBOR THROUGH A PNEUMATIC TUBE---

---TOWARD WHATEVER UNKNOWN CHALLENGE WHICH MAY *AWAIT* THEM AT THE SUNKEN FORTRESS HOUSING AMERICA'S ULTIMATE *SECRET SERVICE UNIT--*

HERE'S SOMETHIN' YA CAN'T EVEN GET ON THE ***METROLINER*** --- A SPECIAL STOCK OF ***STOGIES*** --- MY PERSONAL BRAND, NATCH!

I'M ***IMPRESSED,*** COLONEL --- BUT SOMEHOW I CAN'T ***ENJOY*** THE RIDE AS MUCH AS THE REST OF YOU!

I CAN'T SHAKE THIS ***FEELING*** I HAVE -- THAT THERE'S SOME ***OMINOUS MENACE*** AWAITING US -- WATCHING OUR EVERY MOVE EVEN ***NOW!***

YOU'RE ***RIGHT,*** WINGHEAD! WHAT COULD BE ***WORSE*** THAN BEING GREETED BY ***THAT*** RED-HEADED OLD WOODPECKER?!

WHERE IN BLAZES YOU ***BEEN,*** NICK?! WE BEEN WORRIED ***SICK*** ABOUT YA, AND---

SEE WHAT I ***MEAN?*** IT'S LIKE COMIN' HOME TO A ***MOTHER-IN-LAW!*** I GOT THE WHOLE STORY ON ***MICROFILM!***

HOW ABOUT THE ***HOVER-CARRIER?!*** WE GOT NOTIFICATION IT WUZ ***BLASTED!***

THAT'S PROBABLY 'CAUSE IT ***DID!*** CALL ORDNANCE AND HAVE THE ***BACK-UP*** OUT-FITTED AND READY TO GO ON A MOMENT'S ***NOTICE!***

WHEN YA GET THROUGH WITH THAT, COME TO THE ***BRIEFIN' ROOM---***

---AND YOU CAN WATCH THE REPLAY OF THE ***FIREWORKS*** WITH AGENT 13 AND ME!

SOUNDS LIKE THE LADY'S GONNA BE ***TIED UP*** FOR A WHILE, CAP---

-- SO WHAT SAY YOU AND I SPLIT FOR MY ***PAD?!***

I'LL BE RIGHT *WITH* YOU, BUT FIRST, *SHARON*--

YOU DON'T HAVE TO *SAY* ANYTHING, DARLING! I'LL JOIN YOU AS SOON AS I *CAN!*

SPARE ME THE *MUSHY DETAILS*, MAN! MY BONES ARE CRAVIN' A *WORKOUT!*

THIS MAKES IT SO MUCH *EASIER* TO PART THAN IT'S EVER BEEN *BEFORE*-- KNOWING IT'S ONLY FOR A *SHORT TIME!*

COME *ON*, PARTNER! IT'S ME OR THE *CHICK*--- TAKE YOUR *PICK!*

IT'S NO *CONTEST*--- EXCEPT THAT THE LADY'S *BUSY*--- SO I'LL HAVE TO SETTLE FOR *YOU!* SEE YOU LATER, HON!

I ONLY HOPE I CAN *WAIT* THAT LONG!

YER GONNA HAVE THE REST OF YER *LIFE* IF YA DON'T COME ON! WE GOTTA REPORT TO THE *PRESIDENT!*

WOW! THEY DEFINITELY GOTTA BE USING *RISE LATHER* IN THIS BARBER SHOP!

I'LL CALL YOU AS SOON AS I'M *FREE*, STEVE!

THE FUTURE LOOKS SO *BRIGHT* FOR US--- YET I FEEL SO *UNEASY!*

IF YOU *DON'T*-- I'LL COME *LOOKING* FOR YOU!

SHAVE, GENTLEMEN? PERHAPS A MANICURE--?!

YOU MUST BE KIDDIN', SAM! I'M TRYIN' TO GROW A NATURAL AFRO!

SOME SET-UP YOU HAVE HERE! CUSTOMERS COMING AND GOING LIKE WILDFIRE!

THAT'S THE TROUBLE WITH FRONTING FOR SHIELD--- NOBODY TAKES ME SERIOUSLY!

HOWEVER, AT THAT SAME MOMENT, THINGS ARE BEING TAKEN DEAD SERIOUSLY IN THE SHIELD BRIEFING ROOM---

THE CONTROLS ON THE HOVER-CRUISER WERE JAMMED AS WE MOVED IN ON THE FORTRESS---

--SO THE BUILT-IN DEFENSES SHOT HER DOWN WHEN SHE GOT TOO CLOSE---

--AND CAPTAIN AMERICA BARELY MANAGED TO GET US OFF BEFORE IT WENT DOWN!

"YEAH, BUT THE GARGOYLE GOT AWAY, TOO--AND MANAGED TO GET INSIDE THE FORTRESS--WHERE ELEMENT-X WAS STORED---"

"--- AND WHILE WE WUZ TRYIN' TO GET IN, HE TURNED ALL THE GUARDS TO STONE--- AND MADE FOR THE SECRET FORMULA! THINGS WUZ LOOKIN' PRETTY DARK FOR OLD MOTHER EARTH RIGHT ABOUT THEN!"

"AT LEAST 'TIL CAP AND HIS BUDDY CAME BUSTIN' IN--!"

"FASTER'N YOU CAN SAY **WAH-HOOO**, THEY TRAPPED THE GARGOYLE IN OUR **ROCKET**--- AND BLASTED 'IM INTO **ORBIT!**"

THEN HIM ***AND*** ELEMENT-X ARE SEALED UP IN A ***SATELLITE*** --- IN OUTER SPACE ---

--WHERE THERE AIN'T NO DANGER OF ***EITHER*** OF 'EM BLOWIN' UP ANYBODY?! WAIT'LL I TELL THE ***GANG*** ABOUT THIS!

YOU AIN'T TELLIN' NOBODY ***NUTHIN'***, YA OL' WALRUS! THIS IS BETWEEN THE ***PRESIDENT*** AND ***US!*** CAN'T RISK THE ***PEOPLE*** KNOWIN' ELEMENT-X IS OUT THERE IN SPACE! THEY'D ***PANIC!***

PERHAPS YOU'RE ***RIGHT,*** COLONEL--- BUT I'M NOT SURE WE HAVE THE ***RIGHT*** TO ---

AS LONG AS ***I'M*** BOSS AROUND HERE-- I ***MAKE*** IT MY RIGHT! I GOT NO ***CHOICE!***

AND, ***SPEAKING*** OF CHOICES ---

THIS WORKOUT'S A ***GAS*** --- BUT I'M ABOUT READY FOR A ***HOT SHOWER!***

I COULD GO FOR IT ***MYSELF,*** EXCEPT THAT I HAVE SOMETHING MORE ***IMPORTANT*** TO ATTEND TO ---

--- SOMETHING THAT CAN'T ***WAIT*** --- MUCH AS I WISH IT ***COULD!***

I'M STILL OFFICIALLY ONE OF *NEW YORK'S FINEST*--

--AND I'M *LATE* FOR WORK!

THEN COME ON IN AND *CHANGE*, BROTHER---

HEY, I THOUGHT YOU WERE GOING TO SHOWER AND *SACK OUT!*

SO DID *I*-- BUT I REMEMBERED I HAVEN'T DONE MUCH AS *SAM WILSON, SOCIAL WORKER,* LATELY!

SEE YOU *LATER,* PAL--- AND HERE'S HOPING WE *BOTH* DON'T WIND UP ON THE WELFARE ROLLS!

OH-- AND THANKS FOR LETTING ME USE YOUR *PAD* TO FRESHEN UP!

DON'T *MENTION* IT-- AND WATCH OUT FOR *MULDOON!*

ROGERS!

NICE OF YA TO DROP BY AND PAY US A *VISIT*--- WE'VE *MISSED* YA!

FOR YOUR INFORMATION--- WE'RE RUNNIN' A *POLICE FORCE* AROUND HERE---

--NOT A *CAMPFIRE GIRLS' TROOP!*

I'M VERY SORRY I'M *LATE,* SERGEANT! I'LL TRY NOT TO LET IT HAPPEN *AGAIN!*

YOU BETTER DO *BETTER* THAN TRY, ROOKIE! 'CAUSE IF YOU'RE LATE ONE MORE *TIME*---

-- I'LL HAVE YOU BUSTED SO LOW THE *SANITATION DEPARTMENT*'LL LOOK LIKE *UP* TO YA!

WE DON'T *NEED* PRETTY BOYS WHO MOLLYCODDLE *PUNKS* ON THIS FORCE ---

--WE NEED LOYAL, HARD-WORKING *COPS!*

AND IF YOU CAN'T FILL THE *BILL*--- WE'LL GET SOMEBODY OUT OF THE ACADEMY WHO *CAN!*

I'LL BE *WATCHIN'* YOU, KID---SO YOU BETTER *SHAPE UP!*

POLICE

AN' DON'T COUNT ON ANY HELP FROM YOUR BUDDY *THE COMMISSIONER!*

YESSIR! I'M SORRY--AND I PROMISE I'LL DO *BETTER!*

ROGERS! I'VE BEEN LOOKING ALL *OVER* FOR YOU! *HAVE* A MINUTE?!

WHY-- YES-- IF IT'S ALL RIGHT WITH *SGT. MULDOON!*

GO *ON*, ROOKIE-- BUT MAKE IT *FAST!*

SORRY YOU'RE GETTING A *BAD TIME* FROM MULDOON--- BUT IT'S THE ONLY WAY WE CAN MAINTAIN YOUR *COVER!*

I *UNDERSTAND*, COMMISSIONER--- AND I'LL *SURVIVE* IT SOMEHOW!

NOW WHAT'S ON YOUR *MIND?* I ASSUME IT HAS TO DO WITH *REV. GARCIA* HERE!

AS YOU KNOW, REV. GARCIA RUNS A *BOYS CLUB* IN HARLEM---

---AND I WOULD LIKE FOR YOU TO *HELP* ME WITH IT--- IN YOUR *SPARE TIME!*

I'D BE HAPPY TO DO WHAT I *CAN*, BUT---

GRACIAS, SEÑOR ROGERS! YOU CANNOT KNOW HOW MUCH THIS WILL *MEAN* TO OUR PROGRAM!

I DON'T KNOW HOW MUCH THE HELP OF ***ONE COP*** CAN MEAN!

MUCH MORE THAN YOU ***REALIZE!*** JUST KNOWING ONE OFFICER ***CARES*** WILL HELP OUR TROUBLED YOUTH---

---AND I WILL ***PROVE*** THAT TO YOU-- AT OUR WEEKLY MEETING ***TONIGHT!***

SO I ***SEE!*** I'LL CATCH YOU ***LATER!***

IT'S ***HER!*** MAYBE SHE'S FINALLY COME AROUND TO ***MY*** WAY OF THINKING!

WHILE, AT THE SAME MOMENT, IN A GHETTO PLAYGROUND *FILLED* WITH THE VERY YOUTH REV. GARCIA IS STRIVING TO HELP---

HEY, NEPHEW--- LOOKS LIKE YOU'RE ABOUT READY FOR THE ***KNICKS!***

HEY, ***YOURSELF,*** UNCLE SAM! WHAT'S THE ***BUZZ?!***

WELL, IF IT ISN'T OUR FRIENDLY, NEIGHBOR-HOOD ***UNCLE TOM!***

I'VE BEEN WAITING TO ***RAP*** WITH YOU!

THEN YOUR WAITING DAYS ARE ***OVER,*** MAMA! COME ON ***INSIDE!***

NOTHING THAT WOULD TURN YOU ***ON***--- BUT I'VE BEEN ***AWAY*** AWHILE!

THOUGHT MAYBE YOU COULD TELL ***ME*** WHAT'S BEEN GOING ON!

NOT MUCH--- EXCEPT SOME ***FINE FOX*** HAS BEEN CAMPIN' OUT ON YOUR ***DOORSTEP!***

YOU CAN ***DITCH*** THE HONKEY ***COME-ON,*** WILSON! THIS IS STRICTLY ***BUSINESS!***

SORRY TO ***HEAR*** IT, BUT IF YOU'LL COME IN, I'M READY TO ***LISTEN!***

I'VE GOT A FEELING YOU'RE NOT AS *TOUGH* AS YOU *SEEM*---

--- THAT THERE'S A REAL *WOMAN* LURKING UNDER THAT MILITANT *EXTERIOR!*

SO WHY DON'T YOU *LOOSEN UP* AND---?!

HANDS OFF, DADDY!

YOU'RE NOT ONLY AN *UNCLE TOM!* YOU'RE ALSO A *MALE CHAUVINIST!*

BUT I'LL GIVE YOU A CHANCE TO PROVE I'M *WRONG*---

-- IF YOU'LL GO TO A *MEETING* WITH ME--- *TONIGHT!*

YOU MEAN A *PEOPLE'S MILITIA* RALLY, NO DOUBT!

AFRAID THAT'S NOT MY *BAG!*

OKAY--- THEN I'M *SPLITTIN'!*

HANG *IN* THERE A SECOND! I COULD CHANGE MY *MIND*---

--- IF YOU'D TRY TO SHOW ME *YOU* CAN THINK ABOUT SOMETHING BESIDES *BLACK POWER*---

---LIKE THAT I'M A MAN, AND YOU'RE A *CHICK*---

--- AND THERE'S MORE REASON FOR YOUR *BEING* HERE THAN *POLITICS!*

DIG IT?!

THEN, AS FLESH MEETS FLESH IN THE WARMTH OF A LINGERING ***EMBRACE***, AN UNSPOKEN ***COMPROMISE*** IS REACHED---

---AND SAM WILSON CARRIES OUT ***HIS*** PART OF THE DEAL A FEW HOURS LATER IN ***HARLEM***---

SO YOU GOT HIM TO ***SHOW***, HUH?! IT'S YOUR ***FUNERAL***, SISTER!

NOW IT'S TIME FOR THE ***FUNCTION AT THE JUNCTION!*** LET'S GET ***JIVIN'!***

CAN

AND, WITHIN MOMENTS, THE WARY SOCIAL-WORKER IS LED INTO AN ABANDONED ***WAREHOUSE*** WHICH HAS BEEN CONVERTED INTO THE HEADQUARTERS OF ***THE PEOPLE'S MILITIA***---

WHO'S THE GOON WITH THE ***SACK*** ON HIS HEAD?! THIS ISN'T ***HALLOWEEN!***

SAVE THAT TALK FOR YOUR WHITEY-LOVIN' ***CLIENTS!***

THIS IS WHERE OUR PEOPLE ARE ***REALLY*** AT!

MEETING ***SECRETLY***--- TAKING ORDERS FROM MASKED MEN THEY DON'T EVEN ***KNOW?!***

I ***DOUBT*** IT, BABY!

COOL IT! HERE COMES ***RAFE!***

WHAT'S ***HE*** DOIN' HERE?! COME TO LAY SOME ***WELFARE CHECKS*** ON US?!

WELL, YOU CAN ***STUFF*** 'EM, MAN--'CAUSE WE AIN'T ***BUYIN'*** THAT BIT ANYMORE!

JUST AS ***REASONABLE*** AS ALWAYS, AREN'T YOU, RAFE?!

WE BEEN REASONABLE ***TOO LONG!*** YOU TELL THAT TO YOUR PALE-FACED BOSS NEXT TIME YOU'RE LICKIN' HIS ***BOOTS!***

YOU JUST PUSHED ***TOO FAR***, BABY! I'M TAKIN' OFF THE ***GLOVES!***

COME AHEAD ***ON!***

NO-- NOT ***NOW!*** HE'S ***HERE***, RAFE! ***THE MAN*** HAS ARRIVED!

SUDDENLY, WITH THE MERE MENTION OF A *NAME*, THE CROWD IS *SILENCED*, HOLDING ITS COLLECTED BREATH IN ANTICIPATION OF WHAT THE COWLED FIGURE BEFORE THEM IS ABOUT TO *SAY*---

BROTHERS---THIS IS THE NIGHT WE'VE BEEN *WAITING* FOR! ON THIS NIGHT, THE *TALKING* IS *OVER*---

---AND THE *ACTION* BEGINS!

IN LESS THAN AN *HOUR*--- THE STREETS OF THIS SLUM WILL BE *BURNING*---

---AND BY MORNING, THE WHITES WON'T BE ABLE TO MAKE US *LIVE* IN THIS SLUM ANY LONGER---

---BECAUSE *HARLEM* WILL BE BURNED TO THE *GROUND!*

FIRST WE MARCH ON *GARCIA'S BOYS CLUB*--- AND FROM THERE---

---WE GO THROUGH THE *REST* OF THIS GOD-FORSAKEN AREA LIKE A *CYCLONE OF FIRE!*

NOW IS THE TIME TO HIT THE HONKIES WHERE THEY *LIVE*--- AND NOW'S WHEN WE'RE GONNA PUT IT *TO* 'EM!

RIGHT ON! THIS IS THE START OF THE BLACK REVOLUTION!

HE'S WHIPPED THEM INTO A *FRENZY!* HAVE TO *STOP* THIS SOMEHOW!

BLACK IS BEAUTIFUL!

POWER TO THE PEOPLE!

WAIT! YOU MUST LISTEN TO ME!

OUT OF MY WAY! YOU GOTTA HEAR THE OTHER SIDE!

THERE AIN'T NO OTHER SIDE!

HOLD ON! YOU PEOPLE AREN'T THINKING! YOU'RE GOING TO DESTROY EVERYTHING YOU'VE GAINED!

AT LEAST GIVE ME A CHANCE TO EXPLAIN IT TO YOU!

GET HIM! YOU FOOLS! THIS IS NO TIME FOR A DIS-RUPTION!

YOU'RE ALL WORKED UP OVER WHAT THIS DUDE'S TELLIN' YOU--

--- BUT ARE YOU WILLING TO RISK YOUR LIVES FOR A MAN WHO WON'T EVEN SHOW YOU HIS FACE?!

THERE'S SOMETHING ROTTEN ABOUT THIS DEAL, AND---

THE ONLY THING THAT SMELLS IS THAT YOU ARE A TRAITOR TO YOUR OWN KIND---

---A DESPICABLE CRIME FOR WHICH YOU ARE ABOUT TO PAY DEARLY!

KRAK!

NOW, BROTHERS--WE TURN HIM OVER TO YOU! LET THE ENTIRE PEOPLE'S MILITIA DECIDE HIS FATE!

LET US AT THE WHITEY-LOVER!

WE'LL TEAR THE TURNCOAT APART!

STOMP 'IM!

I'LL PUT A HURT ON 'IM HE'LL NEVER FORGET!

NO--STOP IT!

YOU CAN'T DO THIS! I WON'T LET YOU!

HE'S TOO VALUABLE TO US! THINK OF ALL THE INFLUENCE HE HAS WITH THE ENEMY!

IF WE CAN ONLY CONVERT HIM--- HE CAN HELP US WIN!

GET HIM TO SEE THINGS OUR WAY--- AND HE CAN TALK TO THE HONKIES FOR US!

YOU'RE RIGHT, SISTER! STOP THE BEATING--NOW! TAKE HIM BACK TO HIS OFFICE

---AND WE'LL SAVE HIM FOR PERSUASION AT A LATER DATE!

THEN, SEVERAL MINUTES LATER, THE BATTERED SAM WILSON IS HURLED INTO THE BACK OF A TRUCK AND SPED ALONG 125TH STREET---

HOLD 'IM DOWN--- IN CASE HE COMES TO BEFORE WE GET THERE!

I GOT 'IM! I JUST HOPE WE DON'T MISS THE BONFIRE OVER AT GARCIA'S!

NEARLY--- UNCONSCIOUS--- BUT HAVE TO HANG ON --TO WARN REV. GARCIA!

I'M SO GLAD YOU COULD **JOIN** ME WHEN I GOT OFF **DUTY**, HON!

I DIDN'T WANT TO WAIT UNTIL **TO-MORROW** TO SEE YOU!

YOU COULDN'T HAVE **KEPT** ME AWAY, STEVE! IT'S SO WONDERFUL JUST **BEING** WITH YOU AGAIN---

AND IT'S GOING TO **STAY** THAT WAY! NO MORE SPLITTING UP FOR **ANY** REASON--- **EVER!**

WE'VE WASTED A LOT OF **TIME**, DARLING---

BUT WE'LL **MAKE UP** FOR IT!

YOU **KNOW** IT--- STARTING **TONIGHT!**

I'M SORRY I HAVE TO STOP OFF AT **REV. GARCIA'S** FIRST--- BUT SOON AS I WRAP **THAT** UP---

--- WE'RE GOING TO THE MOST ROMANTIC SPOT IN **TOWN**---AND SPEND THE REST OF THE EVENING JUST GAZING INTO EACH OTHER'S **EYES!**

SOUNDS **DIVINE**--- IF WE CAN **HOLD HANDS**, TOO!

BUT, IN CASE YOU WERE GETTING THE IDEA YOU'D ACCIDENTALLY DROPPED IN ON "**LOVE STORY**"---

SHARON-- UP THE STREET! --- SOMEBODY WAS TOSSED OUT OF THAT TRUCK!

AND IT'S RIGHT IN **FRONT** OF-- IT **LOOKS** LIKE--

MY LORD--

IT IS--! **SAM!**

NO TIME TO---**EX-PLAIN!** BIG TROUBLE ---AT GARCIA'S! YOU HAVE TO---**GO**, STEVE!

HE'S **PASSED OUT!** WHATEVER THIS IS ALL ABOUT-- IT MUST BE **BIG!**

I'LL HELP YOU GET SAM INTO HIS **OFFICE!** THEN YOU STAY **THERE**---

---WHILE **CAPTAIN AMERICA** GOES AFTER WHOEVER'S **BEHIND** THIS!

15.

NO, IT'S NOT CONTINUED **NEXT ISH**, GANG! JUST FLIP THE PAGE AND GET SET FOR **CHAPTER TWO**---

HOLOCAUST IN HARLEM!

CHAPTER TWO

BURN, WHITEY, BURN!

FOLLOWING A RECORD-BREAKING *QUICK-CHANGE*, AND A TRIP ACROSS TOWN AS ONLY HE CAN MAKE IT, STEVE ROGERS, ROOKIE PATROLMAN, CEASES TO *EXIST*... AND IN HIS PLACE, BURSTING INTO A TENSION-PACKED SCENE AT REV. GARCIA'S HARLEM BOYS CLUB, IS---

HARLEM BOYS CLUB

"CAPTAIN AMERICA!!

HEY, MAN! NOBODY TOLD US WE WERE GONNA HAVE TO TANGLE WITH *THAT* DUDE!

WHAT *DIFFERENCE* DOES IT MAKE?!

YEAH, BABY! HE AIN'T NUTHIN' BUT A HONKEY IN HIS *LONG-JOHNS!*

DON'T FORCE ME TO *PROVE* WHAT I AM TO YOU, SON!

WHUP!

ALL YOU'RE GONNA PROVE IS THAT YOU'LL *BURN*, BABY---

---JUST LIKE THE *REST* OF THE WHITE SCUM YOU *STAND FOR!*

NO--STOP! YOU DON'T *UNDER-STAND!* HE WANTS TO *HELP* YOU!

CLU

HELP *US?! HAR!* *HE'LL* BE NEEDIN' THE HELP AFTER I CRAM THIS *FIRE BOMB* DOWN HIS THROAT!

THAT'S WHAT *YOU* SAY, LAD---

--BUT YOU SHOULD BE THE *FIRST* TO KNOW YOU CAN'T JUDGE A MAN BY HIS *COLOR!*

WOOSH!

HEAD FOR *COVER*, REVEREND! THIS IS WORK FOR AN *AVENGER!*

RUN?! HOW CAN I FLEE--- WHEN EVERYTHING I'VE *LIVED* FOR IS GOING UP IN *FLAMES*?!

I *REALIZE* THAT-- BUT YOU DON'T HAVE ANY *CHOICE!*

SO DO AS I *SAY*-- WHILE I TRY TO FIND OUT WHAT'S *REALLY* BEHIND THIS!

YOU'D BETTER *TALK*, FELLA--- AND *FAST!* YOU'RE DESTROYING A MAN'S *LIFE* HERE---

---FOR NO *REASON!* BUT YOU *WON'T* SQUEAL, WILL YOU?! THEN HAVE IT *YOUR* WAY!

I *SHATTERED* SOMETHING---ON HIS *BELT*--- LIKE A *MINIATURE CAMERA!* PERHAPS *THAT'S* MY ANSWER!

AND INDEED, AS THE RED, WHITE, AND BLUE AVENGER *PONDERS* THE SIGNIFICANCE OF HIS DISCOVERY...

HE HAS *DESTROYED* ONE OF MY TV CAMERAS--- BUT I HAVE *OTHERS* PLANTED ON OTHER MEMBERS OF OUR *PEOPLE'S MILITIA!*

ENOUGH SO THAT I CAN *FOLLOW* THE BATTLE UNTIL THE VERY *END*---

--OR UNTIL THE CAULDRON OF *HATE* I HAVE KINDLED *BOILS OVER*---

---AND ACHIEVES ITS *ULTIMATE GOAL* ---TO BRING *CAPTAIN AMERICA* TO ME!

THOUGH THE ERRUPTION OF *RACIAL VIOLENCE* IS TO THE BENEFIT OF OUR *CAUSE*---

---OUR *GREATEST* VICTORY WILL BE WON WHEN WE BRING CAPTAIN AMERICA TO HIS *KNEES*---

--SINCE IT IS *HE* WHO REPRESENTS EVERYTHING THAT IS *HATEFUL* TO US!

BUT NOW, JUST TO GIVE YOU A *BREATHER* FROM THE CHAOS IN THE *GHETTO*---

---LET'S SHIFT THE SCENE TO A QUIET OFFICE ONLY A FEW BLOCKS *AWAY*--- WHERE AN *UNEXPECTED VISITOR* HAS RECENTLY ARRIVED---

SOCIAL WORK
FIRST FL

BUT I DON'T EVEN *KNOW* YOU! HOW CAN I BE CERTAIN YOU'LL *CARE* FOR SAM?!

LOOK, SISTER! DOIN' YOUR THING HERE WITH US *PO' BLACK FOLK* IS GROOVY---

...BUT WHEN IT GETS DOWN TO THE *NITTY GRITTY*--- YOU TAKE CARE OF *YOUR OWN*--- AND WE'LL TAKE CARE OF *OURS!*

ALL RIGHT!

SOMEHOW--- I FEEL I CAN *TRUST* HER!

COME ON AND SNAP *OUT* OF IT, SAM! YOUR RICH WHITE LADY'S *LONG GONE*---

-- BUT DON'T LET IT *WORRY* YOU--- SINCE *I'M* HERE!

YOU!!

YOU GOT SOME *NERVE,* BABY--- COMIN' BACK HERE AFTER WHAT YOU SET ME *UP* FOR!

WHA--?! WHO YOU THINK YOU'RE *TALKIN'* TO, MAN?!

YOU BETTER *SPLIT*--- BEFORE I FORGET YOU'RE A *WOMAN!*

DON'T YOU THREATEN *ME*, BOY! HADN'T BEEN FOR ME, THE BROTHERS AT THE MEETING WOULD'VE *FINISHED* YOU!

BUT I CONVINCED 'EM TO LET YOU *GO*---ALTHOUGH NOW I'M NOT SURE *WHY!*

WHAT?!

I CAN'T SHAKE THE IDEA THAT THERE'S SOME *HOPE* FOR YOU---

---THAT SOMEHOW I CAN MAKE YOU COME OVER TO *OUR* SIDE-- THE *BLACK* SIDE!

BUT I *AM* ON THE BLACK SIDE! *YOU'RE* THE ONE WHO'S OFF BASE!

DON'T YOU SEE THAT REVOLUTION ISN'T THE *ANSWER*---

---THAT GOING INTO THE STREETS FOR SOME *MASKED MAN* IS GOING TO DO MORE *HARM* THAN *GOOD*?!

ALL I SEE IS THAT YOU'RE A BIGGER *UNCLE TOM* THAN *EVER*...

---AND THAT I WASTED MY TIME *FOLLOWING* YOU BACK HERE!

I GOT TO GET BACK TO THE *STREETS* NOW, 'CAUSE THAT'S WHERE *MY* PEOPLE ARE!

RAFE?! GLAD TO *SEE* YOU, BROTHER! TAKE ME TO THE *FRONT LINES!*

FINALLY GAVE UP ON *SILENT-MAJORITY SAM*. HUH?

WELL, I HAD A *HUNCH* YOU WOULD! *LET'S MOVE!*

WHILE *YOUR* PEOPLE ARE SHAKIN' IN THEIR *BOOTS*, WATCHIN' US TAKE WHAT'S *COMIN'* TO US!

SHE SEEMS TO *LOATHE* EVERYTHING I *STAND* FOR---

---YET SHE CAN'T STAY *AWAY* FROM ME!

HAVE TO FIGURE HER *OUT* SOME DAY! BUT FOR NOW---

---THERE'RE FAR MORE *IMPORTANT* THINGS TO TAKE CARE OF!

THEN, AFTER ACHING *MUSCLES* HAVE BEEN SEVERELY STRAINED---

RAWK!

I'M HURTIN' *ALL OVER*--- BUT *THE FALCON* HAS TO GET IN ON THIS!

MY ARMS ARE *THROBBING* FROM THE BEATIN' I TOOK---

---BUT WITH THE *STAKES* SO HIGH, I'LL HAVE TO WAIT'LL IT'S ALL *OVER* TO GET A RUBDOWN!

COME ON, REDWING! WE'RE GONNA MAKE THE *BOYS' CLUB* SCENE!

AND *SPEAKING* OF BOYS' CLUBS, THE TENSION IS STEADILY *MOUNTING* OUTSIDE THE ABANDONED BUILDING USED BY THE *REVEREND GARCIA*---

--AS, TIPPED OFF BY THE FAST-THINKING *SHARON CARTER*, THE *POLICE* BEGIN TO *CORDON OFF* THE EMBATTLED BUILDING---

POLICE

IT'S *SURROUNDED*?! GOOD! NOW DON'T MOVE UNTIL YOU HEAR FROM *ME*!

I HOPE I DID THE RIGHT *THING*! IT WAS THE ONLY THING I *COULD* DO --- WITH *STEVE* INSIDE!

JUST GIMME THE *WORD*, COMMISSIONER! MY MEN ARE *READY*!

TURN US *LOOSE*... AND WE'LL TEACH THOSE BLACK *RABBLE ROUSERS* A LESSON THEY'LL *NEVER* FORGET!

NO! YOU'RE NOT TO ACT--- UNDER ANY CIRCUMSTANCES!

WE'RE DEALING WITH A POTENTIAL RACE WAR HERE--AND WE MUSTN'T DO ANYTHING TO IGNITE IT!

WE HAVE MEN STATIONED ON EVERY ROOFTOP--- ON EVERY CORNER---

---AND WE HAVE TO AVOID BLOODSHED--- IF THERE'S ANY WAY TO DO SO!

OKAY! YOU MEN HEARD THE COMMISSIONER! TAKE WHATEVER THEY DISH OUT---

--UNTIL WE GET THE ORDER TO FIGHT BACK!

IT'S UNREAL--- THAT FELLOW COUNTRYMEN COULD BE SO FAR APART!--

---SIMPLY BECAUSE OF THE COLOR OF THEIR SKINS! THAT'S WHAT IT'S REALLY ABOUT---IN SPITE OF THE OTHER ISSUES!

IF ONLY I COULD SEE--- WHAT'S GOING ON INSIDE---

HOW CAN YOU BE SO BLIND?! CAN'T YOU SEE WE ONLY WANT TO HELP YOU?!

YEAH-- THE WAY THE WHITE ESTABLISHMENT'S BEEN HELPIN' US FOR THE LAST FEW HUNDRED YEARS!

SORRY, REVEREND--- BUT WE'RE GONNA BURN THIS SLUM TO THE GROUND--- STARTIN' WITH THIS CLUB OF YOURS!

GUESS **AGAIN**, BROTHER! YOU'RE NOT THE **ONLY** CATS WHO SPEAK FOR OUR PEOPLE!

THWITT!

HEY... WHAT **IS** THIS?!

JUST A FRIENDLY VISIT FROM **THE FALCON**...

--- TO TRY AND SET YOUR **HEADS** STRAIGHT!

BUT IF **WORDS** WON'T DO THE TRICK--- MAYBE A LITTLE **SKULL-BUSTIN'** WILL!

LISTEN TO THE **SUPERHEROES'** ANSER TO **UNCLE REMUS!**

YOU'D **BETTER** LISTEN, SON--- UNLESS LIVING BEHIND **BARS** IS YOUR BAG!

YOU'RE MAKING A TERRIBLE **MISTAKE!** WE'RE ON YOUR **SIDE**, AND---

CAPTAIN AMERICA?! HE'S FOR US ABOUT AS MUCH AS THE **KU KLUX KLAN!** NO **SOAP**, PREACHER! WE'RE FOLLOWIN' **THE MAN!**

SO THERE **IS** ONE PERSON BEHIND THIS--- AND IF IT'S WHO I **SUSPECT**...

FALCON! IF YOU REMEMBER WHERE THIS THING STARTED ---I THINK WE CAN GET TO THE BOTTOM OF IT THERE!

THEN FOLLOW ME, PARTNER!

HOLD ON! LOOKS LIKE THERE'S A MORE PRESSING PROBLEM--- RIGHT HERE IN THE STREETS!

YOU AIN'T WRONG, BABY! THE COPS AND THE CATS ARE ABOUT TO HAVE AT IT!

HARLEM BELONGS TO US! GET THE PIGS OUT OF OUR COUNTRY!

THIS IS WAR, BABY! ATTACK!

HOLD YOUR LINE! WE'RE NOT TO FIGHT BACK UNTIL ORDERED TO!

WHEN'S THAT GONNA BE-- AFTER WE'RE ALL DEAD?!

DON'T LOSE YOUR HEADS! YOU MUSTN'T LET THIS TURN INTO A CIVIL WAR---

---NOT AS LONG AS THERE'S A CHANCE TO RESOLVE IT PEACEFULLY!

DIG WHAT HE'S LAYIN' DOWN, MAN! IT'S YOUR ONLY CHANCE!

MIX IT WITH THE LAW--- AND YOU'RE GONNA BLEED, BABY!

SO WHAT?! WE BEEN BLEEDIN' FOR THREE CENTURIES--- AND WE AIN'T GONNA BLEED NO MORE--- AT LEAST NOT FOR NUTHIN'!

I KNOW--- AND I'M WITH YOU---BUT THIS ISN'T THE WAY!

GIVE CAP AND ME A LITTLE TIME--- AND WE CAN SHOW YOU WHERE IT'S AT!

GIVE US AN HOUR TO PROVE YOU'RE DOING IT THE WRONG WAY--- AND IF WE FAIL--- I'LL JOIN YOU!

COME ON, WING-HEAD! I JUST BOUGHT US ALL THE TIME WE COULD HOPE FOR!

GOOD ENOUGH! HOLD BACK THE TROOPS, COMMISSIONER-- UNTIL WE RETURN!

THEN, AS THE TWO WARRING FACTIONS FACE EACH OTHER, HATRED AND THE URGE TO DO BATTLE BURNING WITHIN EACH AND EVERY ONE, TWO COSTUMED FIGURES FLEE THE SCENE--- THE ONLY HOPE FOR PEACE WEIGHING HEAVILY UPON THEIR SHOULDERS---

LEAD THE WAY, BUDDY--- AND PRAY THAT MY HUNCH IS RIGHT!

FOR HOURS NOW, I'VE HAD THE OMINOUS FEELING THAT I KNOW WHO'S BEHIND THIS---

---AND WE'LL SOON KNOW WHETHER I'M RIGHT--- OR WRONG!

LET'S PRAY IT'S THE FORMER-- 'CAUSE IF IT ISN'T--- 125 TH STREET'S GONNA RUN RED WITHIN THE HOUR!

THEN, MOMENTS LATER, A FEW BLOCKS AWAY---

THIS IS THE JOINT, ALL RIGHT! THERE'S LEILA AND RAFE!

HEY! WARN THE MAN! THERE'S TROUBLE COMIN'!

THE ALARM! IT MUST BE CAPTAIN AMERICA--- AS WE WERE WARNED!

PREPARE TO GREET HIM AS WE WERE INSTRUCTED!

NO DOOR'S GONNA STOP US!

THEY DON'T EXPECT IT TO!

STRIKE! STRIKE FOR OUR GLORIOUS LEADER!

THEY'RE TAKIN' ON THE MAN'S BODYGUARDS!

THEY CAN'T DO THAT TO OUR PEOPLE!

SINCE WHEN ARE YOUR PEOPLE WHITE?!

WHOK!

NOW MAYBE YOU CAN SEE YOU'VE BEEN PLAYED FOR FOOLS!

HE'S RIGHT! THAT MASKED DUDE IS A GENUINE HONKEY!

AND SO'S THE OTHER ONE! NOW WHAT DO YOU THINK THE MAN'LL LOOK LIKE?!

FOOLS! IT DOES NOT MATTER ANY LONGER-- FOR YOU HAVE WALKED INTO MY TRAP--- AND NOW, AT LONG LAST, YOU WILL DIE-- AT THE HANDS OF---

RED SKULL IN THE MORNING ...CAP TAKE WARNING!

...THE RED SKULL!

NO! IT CAN'T BE!

BUT IT *IS!* I'VE SENSED IT *ALL ALONG!* I JUST WOULDN'T LET MYSELF *BELIEVE* IT!

SO *WHAT?!* WE'VE *UNMASKED* HIM--- NOW LET'S PUT THE CRUMB *AWAY!*

WAIT! HE'S MADE IT TOO *EASY* FOR US! HE MUST HAVE AN *ACE IN THE HOLE!*

TRITE--- BUT OH SO *TRUE!* AND NOW--- PREPARE TO MEET YOUR *FATE,* INFERIOR FOOLS!

THE DUDE WAS RIGHT--- SOME KIND OF METAL WALLS--- SURROUNDING US--- TRAPPING US!

REDWING--- ATTACK! GET HIS HANDS OFF THOSE CONTROLS!

IMBECILE! DO YOU BELIEVE A MERE BIRD AND A BLACK MAN CAN STOP ME?!

LEILA---RAFE! ROLL UNDER THE WALL--- QUICKLY! I'LL STOP IT WITH MY SHIELD---LONG ENOUGH FOR YOU TO GET AWAY!

YOU DON'T HAVE TO ASK TWICE! WE'RE SPLITTIN'!

WE HAVE TO GET TO THE BOYS' CLUB--- TO CLUE OUR PEOPLE IN!

WE'VE BEEN SUCKERED BY SOMEBODY EVEN WORSE THAN THE WHITEYS!

RIGHT ON, SISTER!

BACK, REDWING!

THIS IS WHERE THE FALCON STARTS SMOKIN'... =UNNHH!=

HA HA HA HA HA HA HA!

HE STOPPED THE FALCON WITH SOME SORT OF *ELECTRONIC FORCE FIELD*---

---BUT IF *I* CAN'T BREAK THROUGH IT---

---MY *SHIELD* CAN!

A DIRECT *HIT*--- AND IT DIDN'T EVEN *FAZE* HIM!

HE MUST BE WEARING SOME SORT OF *PROTECTIVE ARMOR!*

WHY THE LOOK OF *SHOCK,* CAPTAIN AMERICA?!

COULD IT BE THAT YOU REALIZE I AM BETTER *PREPARED* THAN EVER BEFORE---

---THAT, AFTER THESE AGONIZINGLY LONG YEARS, I'VE FINALLY LURED YOU INTO A *FATAL TRAP?!*

IT'S *TRUE!* HE'S MORE *CONFIDENT* THAN EVER BEFORE! COULD THIS BE--- *THE END?!*

NO! I MUSTN'T ALLOW MYSELF TO BELIEVE IT---TO EVEN THINK IT!

I HAVE TO PRESS THE ATTACK--- CARRY THE FIGHT TO HIM---AND PRAY THAT SOMEHOW, SOMEWHERE, HE'LL MAKE A MISTAKE!

AGGGHHH!

PERFECT! PERFECT! THIS TIME I GOADED YOU INTO COMMITTING AN ERROR--- ONE WHICE I PROMISE WILL PROVE FATAL!

THE FORCE OF THE SHOCK WILL LEAVE YOU STUNNED FOR AT LEAST TWO MINUTES---

--JUST TIME ENOUGH FOR ME TO TRIGGER MY WEAPON--- AND MAKE MY ESCAPE!

MY ONLY REGRET IS THAT I WILL NOT BE HERE--- TO SEE YOUR FINAL, AGONIZING MOMENTS---

...TO WATCH YOU FLIT ABOUT HELPLESSLY LIKE MICE IN A MAZE---

---UNTIL THE GLORIOUS MOMENT WHEN THE REFLASER CATCHES YOU AND BRINGS YOUR WRETCHED LIFE TO ITS FINISH!

BUT SINCE I MUST LEAVE-- I WILL BE SATISFIED TO KNOW THAT AT LAST, THE RED SKULL IS VICTORIOUS!

HE'S-- GETTING AWAY! TOO WEAK--- TO FOLLOW!

SAME--- HERE! BUT REDWING--- STILL HAS A CHANCE! GO, FELLA!

THEN, AS THE ESCAPE PANEL CLANGS SHUT, A TINY RAY OF LIGHT STREAKS ACROSS THE ENCLOSURE ABOVE THE STUNNED MEN'S HEADS---

LOOK! THAT LIGHT--- IT MUST BE THE REFLASER THE SKULL MENTIONED AS I WAS COMING TO!

AND IF IT'S WHAT I SUSPECT--- WERE IN BIG TROUBLE!

IT IS... A SINGLE, DEADLY RAY WHICH REFLECTS EACH TIME IT STRIKES ONE OF THE WALLS...

--- MAKING IT THE EQUAL OF THOUSANDS OF LASER BEAMS!

I DIG, MAN--- BUT WHAT DO WE DO ABOUT IT!

KEEP YOUR EYES OPEN --- AND KEEP DODGING--- WHILE I TRY TO COVER IT WITH MY SHIELD!

IT'S A LONGSHOT... BUT IT'S OUR ONLY CHANCE!

NO DICE! IT REFLECTS OFF THE SHIELD, TOO! KEEP MOVING--- AND TRY TO THINK OF SOMETHING!

I AM--- LIKE WHAT IT'S GONNA BE LIKE ON THE CORONER'S SLAB!

HOLD IT! IF THESE WALLS ARE THIN ENOUGH---MAYBE REDWING COULD HEAR YOU!

HANG IN THERE, AND I'LL GIVE IT A TRY!

REDWING! REDWING! THE CONTROLS, FELLA ---THE CONTROLS!

AND HURRY, MAN! PLEASE HURRY!

THEN, IN AN INSTANT, JUST *OUTSIDE* THE LETHAL CUBICLE, THE DEADLY SILENCE IS SHATTERED BY A FRANTIC FLUTTERING OF *WINGS*...

AND, MOMENTS LATER, IT IS *OVER!*

COME *ON*, PARTNER! MAYBE THERE'S STILL TIME TO STOP THE *SKULL!*

RRRAAAWK!

NICE *GOIN'!* GUY...

---BUT YOU'LL HAVE TO WAIT TILL *LATER* FOR YOUR *REWARD!*

ONE OF THESE BUTTONS MUST OPEN AN *ESCAPE TUNNEL!* I'LL TRY THEM *ALL* UNTIL--- I THINK THIS IS *IT!*

A *STAIRWAY*--- LEADING TO A DOOR THAT OPENS ONTO THE *ROOF!* NOW IF ONLY WE'RE NOT TOO *LATE*--- THE RED SKULL IS IN FOR A *SURPRISE!*

NO SUCH *LUCK*, CAP! LOOKS LIKE YOUR VENDETTA WITH THE SKULL'S GONNA HAVE TO *WAIT!*

WHOOM!

HOW MANY TIMES MUST IT *HAPPEN* THIS WAY--- THAT WE COME SO CLOSE TO *ENDING* THIS DEADLY GAME---

WHO *KNOWS*--- BUT THERE *IS* SOMETHING GOING ON IN *HARLEM*---

---ONLY TO HAVE IT END IN A *STALEMATE?!*

---THAT MAYBE WE *CAN* END-- IF WE GET GOING *NOW!*

YOU'RE *RIGHT!* I'D GOTTEN SO WRAPPED UP IN THE *RED SKULL*--

--- I'D *FORGOTTEN* ABOUT THE RACIAL CRISES AT REV. GARCIA'S!

THINK NOTHING *OF* IT! WHITE MEN HAVE BEEN FORGETTING US DARKIES FOR *CENTURIES!*

THAT'S WHY THERE *IS* A CRISIS--- BUT MAYBE NOW WE CAN *DO* SOMETHING ABOUT IT!

HOWEVER, AFTER A RAPID SWING ACROSS TOWN, THEY FIND THE FIRE HAS ALREADY BEEN BROUGHT UNDER *CONTROL*---

SO WE'RE GONNA *COOL IT* FOR NOW, BABY--- BUT DON'T THINK THIS IS THE *END* OF OUR SCENE!

JUST BECAUSE WE GOT LED IN THE WRONG *DIRECTION*--- DOESN'T MEAN THERE'S NO MORE *PEOPLE'S MILITIA!*

I *REALIZE* THAT--- BUT I HOPE YOUR FUTURE EFFORTS WILL BE CHANNELED IN MORE *PEACEFUL* DIRECTIONS!

THAT'S UP TO *YOU,* WHITEY --- STRICTLY *UP TO YOU!*

LET'S *SPLIT,* BROTHERS! WE GOTTA TAKE SOME TIME AND GET OUR *HEADS* TO-GETHER---

--- FIGURE OUT WHICH WAY WE'RE GONNA MOVE *NEXT!* YOU COMIN' WITH *ME,* LEILA?!

NOT RIGHT *NOW!* THERE'S SOMETHING I I HAVE TO TAKE *CARE* OF!

WELL, ALL'S *QUIET* FOR NOW--- BUT WHO KNOWS *WHAT* LITTLE SOMETHING IT WILL TAKE TO MAKE THEM *EXPLODE* AGAIN!

I DON'T THINK I LIKE THE WAY YOU *PUT* THAT, PARTNER!

THEY--- *WE*-- GOT *REASON* TO BLOW UP!

I GOT SOME *VALUE REASSESSING* TO DO! I'LL GET IN TOUCH WHEN I KNOW WHERE I *STAND!*

WAIT! I DIDN'T *MEAN*...

DON'T KNOW WHAT MADE ME *SPOUT OFF* LIKE THAT! CAP PROBABLY DIDN'T *MEAN* ANYTHING!

MAYBE HERE IN MY *OFFICE* I CAN FIGURE OUT WHAT I REALLY *FEEL!*

PERHAPS I *AM* AN UNCLE TOM--- TRYING TO FORCE THE WHITES' WAY DOWN MY PEOPLE'S *THROATS!*

BUT ON THE *OTHER HAND*--- I CAN'T GO ALONG WITH THE MILITANT METHODS OF THE *PEOPLE'S MILITIA!*

AND THEN THERE'S THE *GIRL*--- SO *DISTANT* FROM EVERYTHING I *STAND* FOR--

---YET I CAN'T GET HER OUT OF MY *MIND!*

LEILA! WHAT ARE *YOU* DOING HERE?!

WHY, AH DONE COME TO COLLECT MAH *WELFARE CHECK!*

I DON'T FIND THAT KIND OF HUMOR VERY *AMUSING!*

NEITHER DO *I!* I-- I'M *SORRY,* SAM!

SOMETHING--- I DON'T *KNOW* WHAT--- MADE ME *COME* HERE!

I THINK I'VE GOT THE *ANSWER*--- GOES SOMETHING LIKE *THIS!*

SAM--- WITH THE *MILITANT GIRL!* I CAN SEE THIS IS NO TIME TO TRY AND *SQUARE* THINGS WITH HIM!

IF HE'S THAT *CLOSE* TO HER--- PERHAPS THERE'LL *NEVER* BE A RIGHT TIME!

COULD IT BE THAT I'M LOSING YET *ANOTHER* PARTNER!

THERE'VE BEEN SO *MANY*--- IT HAS TO BE *MY* FAULT THAT IT NEVER *WORKS!*

PERHAPS I'M FINALLY *LEARNING*--- THAT I WAS DESTINED TO BE-- *A LONER!*

NEXT ISH: CAP HEADS FOR..

LAS VEGAS!!

AND WAIT'LL YOU FIND OUT WHY!

PLUS:

THE FALCON FIGHTS ALONE!!

CAPTAIN AMERICA

MARVEL COMICS GROUP™

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CAPTAIN AMERICA and the FALCON

ALL NEW!

CAP AND THE FALCON SPLIT UP!

FEATURING: THE MALEVOLENT MENACE OF-- HYDRA!

INTRODUCING: THE FANTABULOUS FEMME-FORCE!

CAPTAIN AMERICA, AND THE FALCON™

"HYDRA OVER ALL!"

NO MATTER HOW MANY MUST *DIE*... NO MATTER HOW MANY CITIES MUST BE *DESTROYED*... WE WILL, IN THE END, BE *VICTORIOUS!* REMEMBER THIS *ALWAYS*... AND GIVE OF YOUR BODIES, YOUR MINDS... YOUR VERY *LIVES* TO OUR ULTIMATE GOAL...

HAIL HYDRA!

IMMORTAL HYDRA!

WE SHALL NEVER BE DESTROYED!

CUT OFF ONE ARM, AND TWO MORE WILL TAKE ITS PLACE!

HYDRA, MOST SINISTER OF ALL INSURRECTIONIST ORGANIZATIONS! HYDRA, DEADLIEST OF ALL THREATS TO DEMOCRACY AND WORLD PEACE...

*AND IF YOU THINK THIS IS JUST **ANY** OLD HYDRA MEETING... **READ ON,** BROTHER, AND FIND OUT HOW **WRONG** YOU CAN BE...*

ANOTHER **NEW DIRECTION** SAGA OF THE STAR-SPANGLED AVENGER BY:

STAN LEE, EDITOR
GARY FRIEDRICH, SCRIPTER

JOHN ROMITA, ARTIST
ARTIE SIMEK, LETTERER

7387

AERO-ATTACK FORCE ONE...

...EXECUTE INVASION K-12!

NOT BAD, WINGHEAD!

...BUT KEEP AN EYE ON HOW THE OLD MAN HANDLES THESE CREEPS!

WHOK

THUNK!

THAK!

NICE GOING... FOR AN OLDTIMER LIKE YOU! AND IT LOOKS LIKE THE REST OF THE FORCE IS FOLLOWING SUIT!

YEAH... JUST LIKE I KNEW THEY WOULD! WE SHOULD'A FORMED UP THIS UNIT A LONG TIME AGO!

LET'S HOPE IT KEEPS WORKIN' NOW, THOUGH...SO THE MAN DON'T HAVE IT SCRAPPED!

LOOKS LIKE IT'S TIME TO START ON PHASE TWO!

HERE'S WHERE WE SEPARATE THE MEN FROM THE BOYS! YOU LEAD IT, AVENGER...

...AND I'LL BE RIGHT BEHIND YOU... IF I EVER GET THIS STINKIN' CHEROOT GOIN' AGAIN!

TAKE YOUR TIME, FURY FOR ONCE WE MAY BE ABLE TO GET ALONG WITHOUT YOU...

ALTHOUGH I HAVE TO ADMIT THERE ARE EXTENUATING CIRCUMSTANCES!

OKAY! THE SURPRISE ELEMENT'S OVER!

EXECUTE PHASE TWO!

LOOKS GOOD SO FAR! LET'S HOPE THE NEXT OPERATION COMES OFF!

ACCORDING TO Q-BRANCH... YOU SIMPLY PRESS THE BUTTON AND...

...EJECT!

GREAT! GREAT! NOW I WANNA SEE YOU CLOWNS REALLY LAY IT ON 'EM!

IT'S GOING TO BE A LOT EASIER WITH THAT FIFTY-POUND AERO-PACK OUT OF THE WAY!

THE OTHERS ARE USING THE NEW LASER-47's... AND THEY'RE DOING SOME JOB...

...BUT WEAPONS AREN'T FOR ME! JUST NO WAY I CAN FALL INTO THAT SCENE!

I HAVE TO RELY ON MY OWN SPECIAL SKILLS... FIGHT THE BATTLE MY WAY!

THOUGH I KNOW IT HAS TO BE SOME KIND OF EGO TRIP I'M ON...

...THE ONLY WAY I KNOW HOW TO FIGHT IS THE WAY OF...

...CAPTAIN AMERICA!

AND NOW, WE GIVE GROOVY GARY AND ARTIE (LIFE OF THE PARTY) SIMEK A BREATHER WHILE RING-A-DING AND **CAP** TAKE OVER...AS ONLY THEY **CAN!**

EXCELLENT, COLONEL FURY! YOU CAN HALT THE EXERCISES NOW!

I BELIEVE THE GENTLEMEN OF THE DEFENSE DEPARTMENT AND MYSELF ARE SUFFICIENTLY IMPRESSED!

WITH ALL DUE RESPECT...MAYBE SUFFICIENTLY AINT QUITE ENOUGH!

SO IF YOU'LL JUST KEEP YER BABY BLUES GLUED TO THE SCREEN ANOTHER COUPLE'A SECONDS...

...WE'LL SHOW YA SOME STUFF THAT'LL REALLY POP YER EYEBALLS!

I KNOW THIS WASN'T ON THE PROGRAM...BUT WITH THE ECONOMY IN THE SHAPE IT'S IN...

...I DIDN'T FIGURE YOU'D MIND GETTIN' TWO SHOWS FOR THE PRICE'A ONE!

FEMME FORCE ONE... ATTACK!

THIS IS OUR BIG CHANCE... TO PROVE WE CAN BE AS VALUABLE TO SHIELD AS MEN...

...IF ONLY WE DON'T BLOW IT! THE MEN HAVEN'T LEFT US MUCH TO WORK ON...

...BUT WE HAVE TO MAKE THE MOST OF WHAT THERE IS... OR FORGET ABOUT GAINING EQUALITY AS AGENTS!

RIGHT ON, SISTERS!

IF *THIS* DOESN'T MAKE YOU A BELIEVER IN THE *WOMEN'S LIB MOVEMENT*... I DON'T KNOW WHAT WILL!

WELL...LET'S SAY IT MAKES ME A BELIEVER IN THE SHIELD *FEMME FORCE*...AND LET IT *SLIDE* AT THAT!

OKAY, KNOCK OFF THE *COMMERCIALS*, AGENT 13! THE HEAD MAN'S *WATCHIN'*...

...AND NOW HE CAN MAKE UP HIS MIND FOR *HIMSELF!*

BUT BETWEEN *US*, YA DID PRETTY FAIR... FOR A LADIES' *BRIDGE CLUB*, THAT IS!

WELL, THERE YA HAVE IT! YA WANNA LET US KNOW WHAT YA *THINK*...

...OR DO WE HAVE TA SIT ON OUR PINKIES TILL YER NEXT *PRESS CONFERENCE*?!

LET ME MAKE ONE THING PERFECTLY *CLEAR*, COLONEL! THIS ISN'T THE SORT OF THING WE CAN MAKE A *SNAP DECISION* ON!

FIRST OF ALL, I HAVE TO DISCUSS THE MANEUVERS WITH THE GENTLEMEN FROM THE *PENTAGON*!

THEN, IF THEIR REACTION IS *FAVORABLE* ...I'LL HAVE TO GO OVER IT ALL WITH THE *CABINET*!

FROM THERE, I'LL TAKE YOUR CASE TO THE *CONGRESS*... AND IF *THEIR* REACTION IS IN THE POSITIVE...WELL, OBVIOUSLY YOU'LL GET YOUR *APPROPRIATION*!

OH, *YEAH*?! WELL THAT SOUNDS REAL *PRETTY*...EXCEPT THAT ALL I WANTED TO KNOW WAS...

...DO WE OR *DON'T* WE GET THE BREAD TO EXPAND OUR *LMD** AND *FEMME FORCE* PROJECTS?!

BUT BEFORE YOU *GIVE* ME AN ANSWER... MAYBE I'D BETTER GIVE YOU A *CLOSER LOOK* AT THE *LMD'S*!

THEY WORKED OUT PRETTY *GOOD* AS FAKE HYDRA AGENTS ...AND I THINK YOU OUGHTTA KNOW *WHY*...

SO JUST FEAST YER EYES ON *THIS*--

*LIFE MODEL DECOY, AS PEERLESSLY PORTRAYED IN ABOUT A ZILLION ISSUES OF *NICK FURY, AGENT OF SHIELD!* --STAN.

JUST TAKE A SQUINT AT THIS *DIAGRAM*, SIR! I THINK IT'LL GIVE YOU A BETTER IDEA OF WHAT THE LMD'S ARE ALL *ABOUT*, AND...

LIFE MODEL DECOY

WE ALL HAVE *COPIES* OF THAT DIAGRAM, COLONEL...AND WE'VE STUDIED IT MOST *CAREFULLY!*

WE THANK YOU FOR *STAGING* THIS ELABORATE DEMONSTRATION... AND WE'LL LET YOU KNOW ABOUT THE FUNDS TO CONTINUE THE PROJECTS AS SOON AS *POSSIBLE!*

BUT FOR NOW, I'LL TURN IT OVER TO OUR *TECHNICAL EXPERTS!*

CLICK!

GOOD MAN, FURY...BUT HE DOESN'T UNDERSTAND THE COMPLEXITIES OF RUNNING A *GOVERNMENT!*

THE *LMD'S* COULD BE HIGHLY *VALUABLE* TO US, OF COURSE... BUT, UNFORTUNATELY, THEY'RE CONSIDERABLY MORE *EXPENSIVE* THAN OUR *HUMAN* SHIELD OPERATIVES!

AND AS FOR THE *FEMME FORCE*-- WELL, WE SHOULD CERTAINLY CONSIDER MORE FUNDS FOR *THAT* PROJECT!

TECHNICAL EXPERTS! THEY GIVE ME A GREAT BIG PAIN IN THE BEHIND!

I'LL FOLLA THE BIG MAN'S ORDERS 'CAUSE THAT'S MY JOB...

...BUT THAT DON'T MEAN I HAVE TO LIKE IT!

WE TRIED OUR BEST, FURY... AND MAYBE THEY'LL DECIDE IN YOUR FAVOR!

SURE... IF THEY CAN STOP SPENDIN' A MILLION BUCKS A DAY IN VIET NAM--AND SAVE UP A DOLLAR OR TWO TO SAVE LIVES HERE AT HOME!

IF THERE WAS JUST SOME KIND'A SUPER SCISSORS... TO CUT THROUGH ALL'A THE RED TAPE...

...BUT, SPEAKIN' OF RED TAPE, YOUR VACATION'S BEEN TIED UP IN IT FOR TOO LONG!

YOU'VE DONE ALL YOU CAN FOR THE FEMME FORCE... SO WHY DON'T YA TAKE A COUPLE'A WEEKS... WHILE THE TAKIN'S GOOD?!

:OOOHHHH! THAT WOULD BE WONDERFUL... WOULDN'T IT, STEVE...

...THAT IS, IF YOU COULD GET SOME TIME OFF AND GO SOMEWHERE WITH ME! COULD YOU, DARLING?!

THERE'S NOTHING I'D RATHER DO... BUT, IF YOU CAN WAIT, NOT UNTIL AFTER I GET A GOOD NIGHT'S SLEEP!

THE DAY HAS BEEN LONG AND **TIRING**... AND STEVE ROGERS IS IN THE MIDST OF A **FITFUL SLEEP**.. A SLEEP FILLED WITH TORMENTING IMAGES OF THE WEEKS PRECEDING IT... IMAGES OF YET **ANOTHER** PARTNERSHIP GONE ASTRAY... A DREAM WHICH CRIES...

"THE FALCON FIGHTS ALONE!"

GARY FRIEDRICH- STORY
GRAY MORROW- ART

CHAPTER TWO

IF HE'S THAT CLOSE TO **HER**...THEN HE CAN'T BE WITH **ME**! I DON'T KNOW **HOW**...BUT I'VE MANAGED TO LOSE **ANOTHER PARTNER**! THERE'VE BEEN SO **MANY**...THE FAULT MUST BE **MINE**! IF ONLY I COULD UNDERSTAND **WHAT** THE FAULT **IS**!

LOOKS LIKE WE'VE FINALLY FOUND A LANGUAGE WE **BOTH** SPEAK!

I CAN'T KNOCK **THAT** THEORY, LOVER ...BUT THERE'S STILL SOME KIND OF **GAP** BETWEEN US!

OH **YEAH**? WELL MAYBE I CAN THINK OF A WAY TO **CLOSE** IT!

NOTHIN' **DOIN'**, MAN! JUST BECAUSE I **DIG** YOU...DOESN'T MEAN I CAN PUT UP WITH YOUR **POLITICS**! YOU'RE SOME KIND OF **MAN** ...BUT I CAN'T **GO** YOUR ROUTE...AS LONG AS YOU TURN YOUR BACK ON YOUR **PEOPLE**!

I'VE BEEN **THINKING** ABOUT THAT,...AND I'M TRYING TO UNDERSTAND YOUR POINT OF **VIEW**!

THINKING ABOUT IT SCORES A BIG **ZERO**, MR. SOCIAL WORKER! EITHER YOU'RE **WITH** US, OR YOU'RE **AGAINST** US! AND THERE'S ONLY ONE WAY YOU CAN **GO**... IF YOU WANT TO MAKE IT WITH **ME**!

WHY DO YOU HAVE TO **PRESSURE** ME THIS WAY? YOU KNOW HOW I **FEEL** ABOUT YOU!

ANY MAN DOESN'T KNOW HOW HE FEELS ABOUT HIS PEOPLE ...**CAN'T** KNOW HOW HE FEELS ABOUT HIS GIRL!

I FEEL LIKE AN **EAVESDROPPER**... I **AM** AN EAVES-DROPPER! BUT IF I'M GOING TO LOSE MY **PARTNER**... I AT LEAST DESERVE TO FIND OUT **WHY**!

BUT WHY CAN'T YOU GIVE ME SOME **TIME**?! YOU'RE ASKING ME TO MAKE A PRETTY HEAVY **DECISION**!

SO **MAKE** IT, MAN! YOU'RE WHERE IT'S **AT** IN MY BOOK, DADDY... BUT MY BOOK'S OUT OF **PRINT** ...UNTIL YOU GET THE RIGHT **LIBRARY CARD**! GIMME A **BUZZ** WHEN YOU GET IT **TOGETHER**, HEAR?!

SO **CLOSE**! I WAS SO **VERY** CLOSE... AND YET I COULDN'T REALLY **TOUCH** HER! ARE MY **FEELINGS** FOR HER CLOUDING MY JUDGEMENT...OR COULD IT BE THAT SHE'S **RIGHT**...AND I'M **WRONG**!?

LSON

ADMINISTRATOR

PENNY FOR YOUR **THOUGHTS**, PARTNER... UNLESS THEY'RE **PRIVATE PROPERTY**, THAT IS!

HUH? OH, IT'S **YOU**! GUESS I WAS SORT OF **WRAPPED UP** IN MYSELF!

I **UNDERSTAND**, BUDDY! I KNOW YOU'VE GOT A THING ABOUT THAT **GIRL**, AND... WELL, IF THERE'S ANYTHING I CAN **DO**... ALL YOU HAVE TO DO IS **ASK**!

HE SEEMS SO **DISTANT**...BUT I HAVE TO GET **THROUGH** TO HIM SOMEHOW!

ABOUT WHAT I SAID AFTER THE **NEAR-RIOT** THE OTHER NIGHT... I'M **SORRY**!* I DIDN'T MEAN IT THE WAY IT **SOUNDED**! I KNOW IT'S **TOUGH** PLAYING THE HERO ROLE... AND BEING **BLACK** CAN'T MAKE IT ANY **EASIER**, BUT...

YOU KNOW? YOU KNOW WHAT IT'S LIKE TO BE SNEERED AT BY YOUR OWN **PEOPLE**?! I GOT **NEWS** FOR YOU!

*IT HAPPENED **LAST ISH**-- STAN.

THAT'S THE **TROUBLE** WITH YOU WHITES! YOU THINK YOU'VE GOT ALL THE **ANSWERS**...

...WHEN YOU DON'T EVEN ASK THE RIGHT **QUESTIONS**!

ON THE DAY YOU **REALIZE** THAT ...THEN MAYBE YOU'LL HAVE THE **RIGHT** TO SAY YOU KNOW HOW IT IS!

OKAY...I GUESS I **DESERVED** THAT...**ALL** WHITES DESERVE IT! BUT I THINK YOU'RE INTELLIGENT ENOUGH TO KNOW THAT **ANGER** AND **HATRED** WON'T HELP **EITHER** SIDE TO REACH THAT DAY OF **UNDERSTANDING**!

WON'T IT?! I'VE BEEN THINKING LIKE YOU MOST OF MY **LIFE**...AND WHAT HAS IT **GOTTEN** ME?! MY PEOPLE CALL ME **UNCLE TOM**... AND THE GIRL I LOVE WON'T GIVE ME THE TIME OF **DAY**! I DON'T KNOW HOW THAT LOOKS TO **YOU** ...BUT IN MY BOOK, IT MAKES ME A **FAILURE**!

THAT'S NOT **TRUE**! YOU'VE DONE A GREAT DEAL OF **GOOD** HERE...NOT ONLY AS A **SOCIAL WORKER**...BUT AS THE **FALCON**, TOO!

YEAH?! WELL IF THAT'S TRUE...THEN HOW COME I'M ASHAMED TO SHOW MY **FACE** ON THE STREET?!

BUT I'M GONNA **CHANGE** ALL OF THAT! I'M GONNA BE **PROUD**, BABY... PROUD TO BE **BLACK**... AND PROUD TO BE **ME**! AND IT'S ALL GONNA START **RIGHT NOW**!

AS FAR AS YOU AND I AS A **TEAM**...YOU CAN **FORGET** IT! THIS OUGHTTA PROVE I **MEAN BUSINESS** WHEN I SAY FROM NOW ON...

...THE **FALCON** FIGHTS **ALONE**!

WELL, WHADDAYA **THINK**, WINGHEAD?! I KNOW A NEW SET OF **THREADS** ISN'T GONNA MAKE ME A NEW **PERSON**... BUT YOU GOTTA ADMIT IT'S A PLACE TO **START**!

I... I GUESS I'LL HAVE TO **AGREE**! BUT ISN'T THERE **SOME** WAY WE CAN **CONTINUE** TO...

NO WAY, STEVE! SO LET'S JUST SHAKE AND SAY IT'S BEEN A **GAS**! I OWE YOU A **LOT**... BUT NOW I HAVE TO GET INTO MY OWN **BAG**! **DIG**?!

SAM! SAM! THERE'S THIS-- ...**HOLY MACKERAL**! **THE FALCON**-- AND **CAPTAIN AMERICA**!

COOL IT, SON! WHAT'S THE **TROUBLE**?!

OH, ALMOST LET IT SLIP BY! THERE'S THIS **KID** I KNOW... AND A COUPLE OF **PUSHERS** GOT 'IM **HUNG UP** REAL BAD! AND LIKE, **WOW**! IF **YOU** GUYS COULD HELP...

SAY NO **MORE**, SON! JUST LEAD US **TO** HIM... IF YOU KNOW WHERE HE **IS**!

DO I ?! WAIT'LL THOSE CREEPS GET A LOAD OF THE KIND OF DUDES **THIS** KID HANGS OUT WITH!

SORRY, CAP... BUT I THOUGHT WE HAD THIS ALL **SETTLED**! THIS IS **MY** TURF... AND THIS IS WHERE I START TAKING **CARE** OF IT... BY **MYSELF**!

RIGHT ON! SORRY I TRIED TO **BUTT IN**! GUESS IT'S JUST FORCE OF **HABIT**! WHEN THERE'S TROUBLE BREWING... I JUST NATURALLY **JUMP**! LOOKS LIKE I'LL SIT THIS ONE **OUT**, THOUGH! **GOOD LUCK**!

I CAN **DIG** IT! AND... **THANKS**, MAN! MAYBE SOME DAY WE CAN GET IT ALL **TOGETHER**... BUT FOR NOW... I GOTTA **SPLIT**! THIS IS MY FIRST **SOLO SCENE**... AND I DON'T WANNA BE **LATE**!

THAT OUGHTTA BE ENOUGH TO GET ME **STARTED**! THIS IS WHERE THE FALCON STARTS **SWINGIN'**.. OR FALLS FLAT ON HIS **FACE**!

NOW CLUE ME **IN**, BABY... AND BE **QUICK** ABOUT IT!

IT'S MY BUDDY, TED CLARKSON! HE'S HOOKED BAD... AND THE PUSHERS GOT HIM **TIED UP**... IT'S IN AN ABANDONED **TENEMENT** ...DOWN ON THE CORNER OF 127TH AND LEX!

REALLY NEED A FIX **BAD**, HUH, KID?! WELL, JUST TO SHOW YOU OUR HEARTS ARE IN THE **RIGHT PLACE**... WE'RE GONNA **GIVE** YOU ONE ... **FREE**!

BIG MACK'S **RIGHT**, KID! YOU'RE GONNA GET THE BEST FIX YOU EVER HAD... ONE THAT'S GONNA SEND YOU **WAY OUT**... SO FAR OUT THAT YOU AIN'T NEVER COMIN' **BACK**!

THIS IS THE ONLY WAY WE CAN **TEACH** YOU CHEAP **JUNKIES** THE FACTS OF LIFE... LIKE YOU DON'T GET STRUNG OUT AND START SINGIN' TO THE **COPS** ABOUT US!

WHAT IF I'M NOT IN **TIME**?! WHAT IF I **BLOW** IT MY FIRST TIME OUT?! WHAT IF... **NO**! I WON'T LET PETTY DOUBTS AND FEARS CLOUD MY **REACTIONS** AND **REFLEXES**!

HAVE TO GO IN THERE AND DO THE BEST I **CAN**! AND I'LL EITHER **STAND**... OR **FALL**... AS **THE FALCON**!

AAAAGH!

KNOCK IT OFF, KID... PRETTY SOON... IT'LL ALL BE **OVER** FOR YOU!

DROP IT, SCUM ... OR THINGS'RE GONNA GET ROUGH!

THE GUN, REDWING... GET THE GUN!

I DON'T KNOW WHO YOU ARE, BLACK BOY... BUT IN ANOTHER SECOND YER GONNA BE DEAD!

YEEOW!

IT'S NOT BAD ENOUGH THAT YOU'RE PUSHING JUNK... YOU GOTTA BE A BIGOT TO BOOT!

THE ONLY DIFFERENCE BETWEEN YOUR KIND AND A SNAKE... IS THAT A SNAKE CAN'T GET AS LOW AS YOU ARE!

KAAA! KAAA!

YOU'VE HORNED IN ON THIS SCENE LONG ENOUGH!

FUNNY... 'CAUSE THAT'S EXACTLY HOW I FEEL ABOUT IT!

NICE GOIN', FELLA! WITHOUT YOU... IT MIGHT BE **ME** LYIN' THERE! GUESS I'M THE TYPE WHO **HAS** TO HAVE A PARTNER ...EVEN IF IT'S A **BIRD**!

THIS BOY'S IN **BAD SHAPE**! WE'D BETTER GET TO A PHONE AND SEND FOR AN **AMBULANCE**! IF HE DOESN'T **PULL THROUGH**...SO HELP ME I'LL SEE THOSE TWO ARE PUT AWAY FOR **LIFE**...NOT THAT THEY SHOULDN'T BE **ANYWAY**!

WHAT'S GOIN' **ON** UP THERE, KID?!

DON'T KNOW FOR **SURE**...BUT I SAW SOME **SUPERHERO** GOIN' IN THERE..., AND MAN...HE WAS **BLACK**! AIN'T THAT **SOMETHIN'**?!

WHAT'S ALL THE **TROUBLE**, FELLA?!

COUPLE OF **PUSHERS** UP THERE...TRYIN' TO **O.D.** A TEEN-AGE BOY. THEY'RE OUT OF **COMMISSION**... AND THE BOY WILL BE, **TOO**, UNLESS HE GETS TO A **HOSPITAL**!

WE'LL TAKE **CARE** OF IT... AND **THANKS**!

DON'T **MENTION** IT! JUST SEE THAT THE KID GETS **HELP**! I'LL CHECK ON HIM AT THE HOSPITAL **LATER**! GUESS WE DID **OKAY**, REDWING! NOW MAYBE WE CAN GO HOME AND GET SOME **REST**!

WHO **ARE** YOU, MISTER?

HEY, WITH THAT **OUTFIT**, CAN'T YOU **TELL**?!

WAY TO HANDLE THOSE **HONKEY HOODS**, BABY!

RIGHT ON! YOU'RE **OUR** MAN-- **WHOEVER** YOU ARE!

HEY... I **KNOW** THIS DUDE! HE'S...**THE FALCON**! HE'S JUST WEARIN' **NEW THREADS**!

YEAH, MAN! HE'S THE ONE WHO HANGS OUT WITH THAT HONKEY, **CAPTAIN AMERICA**!

I **AM** THE FALCON... AND THIS **IS** A NEW **COSTUME.** BUT I'M NOT THE UNCLE TOM YOU **ACCUSED** ME OF BEING! MAYBE I MADE SOME **MISTAKES** IN THE PAST...BUT FROM NOW ON THAT'S ALL GOING TO BE **DIFFERENT**!

IN THE FIRST PLACE, I'VE **SPLIT** WITH CAPTAIN AMERICA--EVEN THOUGH HE ISN'T WHAT YOU **CALL** HIM! I WANT TO DEVOTE MYSELF TO HELPING MY **OWN** PEOPLE... AND I CAN DO THAT BEST ALL BY **MYSELF**! THERE'S A LOT **WRONG** HERE IN THE GHETTO...DOPE BEING ONLY **ONE** THING! AND I WANT TO DO WHAT **I** CAN TO HELP **CHANGE** THINGS ...IF YOU'LL **HAVE** ME, THAT IS!

KING TUES FRI

LOOKS LIKE HIS SOLO OUTING WAS A REAL **FOUR-STAR** JOB! WELL, I'M **GLAD** FOR HIM! THESE PEOPLE **NEED** A CHAMPION... AND PERHAPS SAM...THE FALCON...WILL **BE** THAT HERO! I **HOPE** SO... FOR **SAM'S** SAKE AS WELL AS THE PEOPLE'S!

DRUG STORE

DILT

AS FOR MYSELF... I'VE DEFINITELY **LOST** ANOTHER **PARTNER**... THE **LAST** PARTNER I'LL EVER LOSE! THERE HAVE BEEN **TOO MANY**... CAUSED FAR TOO MUCH **PAIN**! I **SWEAR**... NEVER AGAIN WILL I ALLOW MYSELF TO BE PART OF A **TEAM**!

MAYBE I'M ONLY **DREAMING**, BUT I KNOW IT ALL REALLY **HAPPENED**...BUT WHY DOES IT KEEP COMING **BACK** TO ME?! **WHY**? I HAVE TO **KNOW**!

NEXT: CAP AND THE FEMME FORCE ARE **SKYJACKED!**

CAPT. AMERICA

MARVEL COMICS GROUP™

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CAPTAIN AMERICA™ and the FALCON™

APPROVED BY THE COMICS CODE AUTHORITY

IT'S THE MOST CATACLYSMIC CLIMAX OF ALL WHEN CAP AND THE FEMME FORCE ARE---

"SKYJACKED!"

CAPTAIN AMERICA AND THE FALCON™

SKYJACKED!

EDITED BY STAN LEE
WRITTEN BY GARY FRIEDRICH
DRAWN BY GIL KANE
INKED BY JOHN ROMITA
LETTERED BY ARTIE SIMEK

LAST ISSUE, OUR STAR-SPANGLED SENTINEL BATTLED A BATTALION OF HYDRA-UNIFORMED ROBOTS--BUT THIS HORDE OF NEW-GARBED HYDRA AGENTS IS REAL--!

HE'S AWAKE...AND HOW APPROPRIATE THAT THE FINAL NIGHT OF CAPTAIN AMERICA SHOULD BE A SLEEPLESS ONE!

WE WENT TO GREAT EXPENSE TO WIRE HIS APARTMENT FOR CLOSED-CIRCUIT TELEVISION...

...BUT IT HAS BEEN MORE THAN WORTH IT FOR US TO MONITOR HIS LAST, FITFUL HOURS!

IN A SHORT TIME, HE WILL BOARD A SPECIAL SHIELD AIRLINER FOR LAS VEGAS... AND THEN, JUST AFTER TAKE-OFF, HE WILL DIE!

765 Z

ENOUGH! LET THE TRANSMISSION END ...SO THAT YOU MAY GATHER 'ROUND ME AND REJOICE!

FOR, ON THIS DAY, HYDRA TAKES ITS FINAL STEPS TOWARD THE OVERTHROW OF THE UNITED STATES GOVERNMENT!

HAIL HYDRA

THIS DAY MARKS THE BEGINNING OF OUR FINAL...AND GREATEST CONQUEST!

FOR MONTHS NOW, WE HAVE BEEN HIDING HERE IN OUR NEVADA UNDERGROUND HEADQUARTERS...

...BUT TODAY, AT LAST, WE RETURN TO THE SURFACE ONCE MORE!

AND I PROMISE YOU...AFTER THE DEATH OF CAPTAIN AMERICA AND ALL THE OTHERS ABOARD THE SHIELD FLIGHT...

...THAT ACCURSED ORGANIZATION WILL CRUMBLE LIKE CLAY IN OUR HANDS...

...OPENING THE DOOR FOR OUR TOTAL TAKEOVER OF THE COUNTRY!

WHILE IT IS TRUE THAT WE HAVE FAILED IN OUR PAST EFFORTS...

...THOSE FAILURES WERE DUE MERELY TO THE WEAKNESS OF OUR LEADERS!

TODAY, THOSE WEAKNESSES HAVE BEEN ELIMINATED... AND THEREFORE, WE ARE CERTAIN TO BE VICTORIOUS!

NOW BACK TO YOUR TASKS! THERE IS STILL MUCH TO BE DONE TO ASSURE OUR ULTIMATE TRIUMPH!

HAIL HYDRA...IMMORTAL HYDRA! WE SHALL NEVER BE DESTROYED! CUT OFF ONE ARM AND TWO MORE WILL TAKE ITS PLACE!

RRRING!

RRRIINGG!

WHAT IN BLAZES IS *TAKIN'* 'EM SO LONG?/ BLASTED BROADS SCREAM FOR *EQUALITY*...

...THEN WE GIVE 'EM A *CHANCE*, AND THEY CAN'T EVEN GET HERE ON TIME FOR A *RED ALERT!*

AWW, YER BEIN' A LITTLE *HARD* ON THE GALS, NICK! IT'S ONLY BEEN *TWO MINUTES* SINCE YA *CALLED* 'EM!

RIGHT, YA OL' WALRUS... AND THEY'RE SUPPOSED TO MAKE IT HERE IN *NINETY SECONDS!*

THE *FEMME FORCE BARRACKS* IS JUST UP-STAIRS...AND THEY CAN DROP RIGHT INTO THE WAR-ROOM BY THE *PNEU-TUBES!*

SO WHERE IN SAM HILL *ARE* THEY?!

FEMME FORCE REPORTING FOR *DUTY,* COLONEL... AS REQUESTED UNDER RED ALERT!

WELL IT'S ABOUT *TIME!* NOBODY SAID YOU HAD TO REPORT LOOKIN' LIKE *ALI MACGRAW!*

AND WHY ARE *YOU* IN CHARGE, VAL? WHERE THE DEVIL'S *AGENT 13?!*

I...I DON'T *KNOW,* SIR! SHE WASN'T AT THE TUBE *ENTRANCE* ON SCHEDULE...

...SO, BEING SECOND IN COMMAND, I NATURALLY *TOOK OVER,* AS PROVIDED IN THE SPECIAL FEMME FORCE *REGULATIONS MANUAL!*

DON'T GIVE ME ANY LAME-BRAINED *EXCUSES!* SHARON CARTER'S *RAMRODDIN'* THIS FORCE...

...AND IF SHE AINT *WITH* YOU THE FIRST TIME A CRISIS COMES UP...THEN MAYBE YOU CHICKS JUST AINT WORTH KEEPIN' ON THE *PAYROLL!*

SORRY I'M *LATE*, COLONEL... BUT THE REST OF THE FORCE MOVED INTO THE PNEU-TUBE FIVE SECONDS EARLY TO SHOVE OFF!

THAT'S A *LIE!* WE WAITED UNTIL FIVE SECONDS *LATE* TO SHOVE OFF!

DON'T CALL *ME* A LIAR! YOU DELIBERATELY LEFT AHEAD OF *SCHEDULE*...

...THEN HELD UP THE TUBE SO YOU'D BE LATE... AND TRY TO BLAME IT ALL ON *ME!*

THAT'S THE POOREST EXCUSE I'VE EVER *HEARD!*

NOW MAYBE YA KNOW WHY I WAS *AGAINST* THE FEMME FORCE...

...AND IF YOU DON'T *KNOCK IT OFF*, I'LL WIND UP CONVINCED THAT I WAS *RIGHT!*

EITHER YOU SHAPE UP AND *LISTEN* TO ME ...OR YOU'RE *BOTH* FIRED... AS OF RIGHT NOW!

WHAT'S *UP*, FURY?! SURELY YOU DIDN'T GET ME OUT OF THE SACK TO HELP CALM DOWN A COUPLE OF *HELL-CATS!*

IT'D TAKE MORE'N *BOTH* OF US TO SEPARATE *THOSE TWO* IF THEY REALLY WANTED TO GO *AT* IT!

I'M *SORRY*, VALERIE! I WAS SO GROGGY... I JUST LOST MY *TEMPER!*

YOU CAN SAY *THAT* AGAIN, HONEY...BUT I DON'T *BLAME* YOU!

I'D SAY *ANYTHING* FOR A HUNK OF MAN LIKE *CAPTAIN AMERICA!*

TEN-HUT!

NOW THAT I GOT YER *ATTENTION*, YA MIGHT BE INTERESTED TO KNOW THERE WAS A *REASON* FOR THE RED ALERT...

...NAMELY THAT *HYDRA'S* BACK IN OPERATION AGAIN... AND IT'S GONNA BE UP TO YOU TO *STOP* 'EM!

HYDRA... AGAIN?!

IT SEEMS THEIR OATH... "CUT OFF ONE ARM AND TWO MORE WILL TAKE ITS PLACE" ...IS MORE THAN ACCURATE!

WELL, THERE AINT NO FINISHIN' THE CRUMBS OFF... AT LEAST UP TILL NOW!

BUT HOW CAN YOU BE CERTAIN THEY'RE OPERATING AGAIN?!

WHAT PROOF IS THERE?!

PLENTY! WE'LL START OUT WITH THE VIDEO-MAP! I THINK THIS'LL CONVINCE YA!

CONTROL... THIS IS FURY! GIMME A LOOK AT THE VEGAS-H MAP... AND BLOW IT UP FULL-SCREEN...

ON THE DOUBLE! FLASH IT ON VIDEO-MAP MONITOR K-16!

ALL'A YOU FEMALE WOULD-BE WONDERS... GLUE YER BABY BLUES TO THAT SCREEN!

THIS IS WHERE IT'S AT... YOUR NUMBER ONE TARGET! THERE'S A COUPLE OF VACANT LOTS HERE...

...RIGHT IN THE HEART OF THE LAS VEGAS STRIP! AND SOMEWHERE ON ONE'A THE LOTS... IS A HIDDEN ENTRANCE TO HYDRA HQ!

YOUR JOB'S TO FIND THE ENTRANCE... AND INVADE THE STRONGHOLD!

SOUNDS LIKE THAT VACATION WILL HAVE TO WAIT... BUT, COLONEL, WHY THE FEMME FORCE FOR THIS?!

I WAS WONDERING THE SAME THINGS, FURY! YOU GOT ANY ANSWERS FOR US?

AND WHERE DOES CAP FIT INTO THE PICTURE?!

DID'JA EVER KNOW ME NOT TO, YA OLD WARHORSE?!

I'M USIN' YOU DAMES FOR TWO REASONS! FIRST, IT'LL GIVE YOU A CHANCE TO PROVE YOURSELVES TO THE BRASS...

...AND SECOND, YOU'RE THE ONLY FULLY-TRAINED UNIT I CAN SPARE RIGHT NOW!

AS FOR WHERE YOU FIT IN, WING-HEAD... WELL, LET'S JUST SAY I'D FEEL BETTER WITH AN OLD PRO LIKE YOU LEADIN' THE OPERATION!

YOU TAKE OFF FROM THE *HELI-CARRIER* IN HALF AN HOUR... SO YOU BETTER GET *CRACKIN'!*

DEEP DOWN INSIDE...I GOT A FEELIN' YOU GALS CAN *PULL IT OFF...*

...SO *GOOD LUCK...* AND WHATEVER YA DO...DON'T LET ME *DOWN!*

PERFECT! THE FOOLS ARE PLAYING DIRECTLY INTO OUR *HANDS!*

BY CAUSING VARIOUS *DIVERSIONS* AROUND THE WORLD... WE'VE PUT THEM IN A POSITION WHERE THEY MUST UTILIZE THE *FEMME FORCE!*

AND, EVEN THOUGH THEY'LL BE LED BY *CAPTAIN AMERICA*...WE WILL CAPTURE THEM WITH *EASE!*

THEIR *FAILURE* WILL BE THE BEGINNING OF THE *END* FOR NICK FURY...

...AND FOR *SHIELD!* WITH THAT ACCURSED ORGANIZATION LEADERLESS AND IN *CHAOS* ...IT WILL BE OURS FOR THE *TAKING...*

...AS WILL THE ENTIRE *COUNTRY,* BEFORE LONG!

HAIL HYDRA! PARDON MY *INTERRUPTION,* SUPREME ONE...

...BUT OUR *INTERCEPTION FORCE* IS READY TO TAKE OFF ON YOUR *COMMAND!*

EXCELLENT! TELL THEM TO *STAND BY!* I WILL GIVE THEM THE ORDER *MYSELF!*

I WANT TO *WATCH* THEIR DEPARTURE... SINCE IT WILL SIGNIFY THE BEGINNING OF OUR *GREATEST VICTORY!*

AND... SINCE ALL *INDEED* APPEARS READY WITH THE INTER-CEPTION FORCE...

...NOTHING REMAINS OTHER THAN FOR US TO AWAIT THE SHIELD FLIGHT'S *DEPARTURE...*

...A SIGHT WE WILL WATCH *PERSONALLY,* THANKS TO MINIATURE CAMERAS PLANTED ABOARD THE HELI-CARRIER BY OUR *AGENTS* WITHIN SHIELD'S RANKS!

WATCH *CAREFULLY,* MY FOLLOWERS! IT IS NOT EVERY DAY THAT YOU HAVE THE OPPORTUNITY TO WATCH A NATION *DIE!*

PERFECT! EVERYTHING PROCEEDS ACCORDING TO SCHEDULE!

IN TWO HOURS... SOMEWHERE ABOVE THE MIDWEST...

CAPTAIN AMERICA... AND THE FEMME FORCE... WILL BE OURS!

WHAT DO YOU *THINK*, STEVE?! I MEAN, WE'VE BEEN UP AGAINST *HYDRA* BEFORE...

...BUT NEVER WITH SUCH A SMALL, *UNTRIED UNIT!*

SEEMS TO ME IT'S MORE IMPORTANT HOW *YOU* FEEL ABOUT IT! YOU'VE TRAINED THESE WOMEN *YOURSELF*...

...THEREFORE YOU SHOULD KNOW BETTER THAN *ANYONE* IF THEY'RE *UP* TO THE TASK!

THEY'RE *CAPABLE*, ALL RIGHT! GUESS I JUST HAVE THE *JITTERS* BECAUSE THIS IS OUR FIRST *ASSIGNMENT* AS A COMBAT TEAM!

WE'LL *COME THROUGH* FOR SHIELD! HOW CAN WE *MISS*...WITH *CAPTAIN AMERICA* LEADING US.?!

FLATTERY WILL GET YOU *EVERYWHERE!*

OH, STEVE...I FEEL SO *SECURE* JUST KNOWING THAT WE'RE *TOGETHER*...

...AND I'M STILL LOOKING FORWARD TO THAT *VACATION*... WHEN ALL THIS IS *OVER!*

SHOW ME *HOW MUCH* YOU'RE LOOKING FORWARD TO IT!

THIS A *PRIVATE GAME*...

OR CAN *ANYONE* SIT IN.?!

WHA....?! OH, WHAT *IS* IT, *AGENT 14?!*

WELL, FOR STARTERS, WHY DON'T YOU CALL ME *VAL?* ALL THE *OTHER* HANDSOME SUPERDOERS I KNOW DO!

IF YOU'RE SURE I'M NOT *INTERRUPTING* ANYTHING, I'LL JUST SIT DOWN AND *CHAT* FOR A WHILE!

UH...OF *COURSE* NOT! PLEASE *DO!*

BY ALL *MEANS!* WE WERE SIMPLY *DYING* FOR SOME COMPANY ON THIS LONG, *BORING FLIGHT!*

INTERCEPT TO HQ.! WE ARE ON COURSE AND ANTICIPATE RENDEZVOUS ON SCHEDULE!

WE AWAIT ANY LAST MINUTE INSTRUCTIONS! OVER!

EVERYTHING IS GO, INTERCEPT.! REPEAT... ALL PHASES ARE GO.!

ONE LAST INSTRUCTION, HOWEVER! NO MATTER WHAT, CAPTAIN AMERICA AND THE GIRL SHARON CARTER ARE TO BE TAKEN ALIVE!

I REPEAT! THEY MUST NOT BE SERIOUSLY HARMED! YOU ARE TO BRING THEM TO ME!

UNDERSTOOD, HQ! YOUR ORDERS WILL BE CARRIED OUT WITH THE UTMOST DISPATCH!

CAPTAIN AMERICA WILL BE DELIVERED TO YOU FOR DISPOSAL AS YOU SEE FIT!

OVER... HAIL HYDRA... AND OUT!

TELL ME, 14, WHO'S THE AGENT STANDING BY THE FRONT EXIT?!

I DON'T RECALL HAVING SEEN HER BEFORE!

OH, THAT'S AGENT 22! SHE'S BEEN WITH US RIGHT FROM THE FOUNDING OF THE FEMME FORCE...

...A LITTLE ON THE QUIET SIDE, BUT SHE FIGHTS LIKE A DEMON!

YOU MIGHT HAVE ASKED ME, STEVE... BUT THEN, I'M ONLY IN CHARGE OF THE FEMME FORCE!

WHAT?! NOW DON'T GO PULLING A JEALOUS NUMBER ON ME!

IT DOESN'T BECOME YOU! 14 AND I WERE SIMPLY TALKING, SO I ASKED HER!

BESIDES, I HAVE SOMETHING MORE IMPORTANT ON MY MIND...LIKE YOUR AGENT 22!

THERE'S SOMETHING ABOUT HER STANDING BY THE EXIT THAT DISTURBS ME...

...LIKE SOME SORT OF WARNING... A WARNING OF IMPENDING DISASTER!

DIRECTLY ABOVE TARGET!

LOWER MAGNE-CLAMPS!

MAGNE-CLAMPS DOWN...

...CONTACT!

WHAT WAS THAT?!

SOUNDED LIKE SOMETHING HIT THE TOP OF THE PLANE!

THUNK!

PILOT TO ALL PERSONNEL! CONDITION RED!

WE'VE SOMEHOW BEEN INTERCEPTED BY ANOTHER AIRCRAFT...

...WHICH MUST BE CONSIDERED HOSTILE UNTIL IDENTIFICATION IS ESTABLISHED!

YOU HEARD THE MAN, LADIES!

WE'RE ON COMBAT ALERT! THIS COULD BE AN ENEMY INVASION...

...SO BE READY FOR ANYTHING!

MAGNE-CLAMPS SECURE! READY FOR PHASE TWO!

LOWER PRESSURIZED ATTACK CHUTE!

ATTACK CHUTE LOWERED...

...AND SECURED! BEGIN PHASE THREE!

AGENT 22... SHE'S OPENING THE *EXIT* DOOR!

GET *AWAY* FROM THERE, YOU FOOL! YOU DON'T KNOW WHAT YOU'RE *DOING!*

OR *DO* YOU.?!

I KNOW *EXACTLY* WHAT I'M DOING! *HAIL HYDRA!*

WHUMP!

HAIL HYDRA!

I SHOULD HAVE *GUESSED...*

...BUT NOW IT MAY BE *TOO LATE!* -UNHHH!-

KEEP FIRING! DON'T LET UP! DON'T GIVE THEM A CHANCE TO *RECOVER!*

UNNH!

OOOHHHHH

THE GIRLS WEREN'T *READY*...DIDN'T HAVE TIME TO DRAW THEIR *WEAPONS!*

THEY'RE AT THE *MERCY* OF THE HORDES OF HYDRA...

...UNLESS *I* CAN SOMEHOW TIP THE *BALANCE*... GIVE THEM A CHANCE TO *SNAP BACK!*

THE FATE OF THE FEMME FORCE... PERHAPS OF *SHIELD* ITSELF...IS ON MY *SHOULDERS!*

ONLY HOPE IS ...TO USE MY *SHIELD*...BUT DO I DARE *RISK* IT.?!

SHOULD IT HIT THE SIDE OF THE CABIN AND *PIERCE* IT...THE PLANE WOULD GO DOWN LIKE A *ROCK!*

NO! IT'S A CHANCE I'LL HAVE TO *TAKE*...

...AND PRAY MY AIM IS ON *TARGET!*

ZZAAKKK

CAPTAIN AMERICA!

GET HIM, YOU FOOLS...AND TAKE HIM ALIVE!

IT *WORKED!* I'VE DIVERTED THEIR ATTENTION TO *ME!*

NOW I HAVE TO *KEEP* IT...LONG ENOUGH FOR THE GIRLS TO REGROUP AND *COUNTER-ATTACK!*

TOO *MANY* OF THEM! CAN'T HOLD THEM *OFF* MUCH LONGER!

IF THE FEMME FORCE DOESN'T STRIKE *SOON*...

...IT'LL BE *ALL OVER!*

CAP'S IN *TROUBLE!*

CHARGE YOUR WEAPONS AND FIGHT BACK!

COME ON, GALS!

THEY'RE ONLY *MEN*... AND THAT DOESN'T CUT ANY ICE WITH *US!*

JUST WHAT I'VE BEEN *LOOKING* FOR...

...A MAN IN *DISTRESS!*

THAK!

THOK!

MANY *THANKS,* KIND LADY!

I THINK THIS POOR OLD MAN CAN TAKE CARE OF *HIMSELF* FROM HERE!

RIGHT ON, AVENGER!

CEASE HOSTILITIES, CAPTAIN AMERICA...

...OR YOUR AGENT 13... DIES!

HE'S GOT *SHARON*... BUT WHAT CAN I *DO* ABOUT IT?!

IF I *SURRENDER,* IT COULD MEAN THE *END* FOR *SHIELD...*

...AND IF I DARE *FIGHT ON*... THE WOMAN I LOVE... WILL BE *KILLED!*

"SKYJACKED!"--CHAPTER 2...

ZAK!

HE'S CONCENTRATING ON *CAP!* IT'S A *GAMBLE*...BUT I'LL HAVE TO *CHANCE* IT!

GOT HIM! LOOK *ALIVE*, CAP! *MANEUVER 33!*

THAK!

NICE GOING, AVENGER! FOR A NUMBER ONE *MALE CHAUVINIST*, YOU'RE DOING *OKAY!*

SAVE THE *ROMANTIC PLOYS* FOR LATER, VAL! RIGHT NOW, WE STILL HAVE A *BATTLE* TO WIN!

PENCILS AND INKS THIS CHAPTER BY **JOHN ROMITA**

IF A *MAN* CAN MAKE A SUGGESTION, YOU'D BETTER STOP QUIBBLING AMONG *YOURSELVES*...

...AND CONCENTRATE ON THE *ENEMY!*

I'LL BUY *THAT!* THERE'LL BE PLENTY OF TIME TO MOVE IN ON YOU *LATER!*

THOK!

FORGET ABOUT ME... AND START THINKING ABOUT YOUR DUTY AS A LIEUTENANT OF THE *FEMME FORCE!*

AND THAT'S AN *ORDER*, LADY! I'M STILL IN *COMMAND*, YOU KNOW?!

YOU DON'T *SAY?!* I THOUGHT...

VAL... BEHIND YOU!

AT SHIELD... THEY *FROWN* ON ARMED GOONS SNEAKING UP ON LADIES FROM *BEHIND!*

WHUMP!

OOOHHHHH!

AS A *LIBERATED WOMAN*... I DON'T THINK MUCH OF YOUR *ATTITUDE*...

...BUT I CAN SURE DIG ON THE WAY YOU THROW YOUR *WEIGHT* AROUND! *THANKS!*

BEFORE YOU *SAY* ANYTHING, SHARON... REMEMBER THAT *DUTY* COMES FIRST!

YOU READ MY *THOUGHTS,* LOVE... BUT I'M GOING TO DRESS THAT HUSSY *DOWN* WHEN THIS IS OVER,!

ZAT!

ZAP!

THUNK!

WHEN A TASK IS ONCE *BEGUN...*

...NEVER *LEAVE* IT TILL IT'S *DONE!*

I THINK MY *FIRST GRADE TEACHER* SAID THAT!

ZAK!

IT IS *FUTILE,* SUPREME ONE! WE CAN'T *OVERCOME* THEM!

FOOL! USE YOUR *BRAIN!* TO GAIN CONTROL OF THE *AIRCRAFT*...IS TO DEFEAT THE *SHIELD FORCES!*

SEND OPERATIVE 17 INTO THE *COCKPIT*... AND HAVE HIM TAKE OVER THE *CONTROLS!*

SURELY EVEN *YOU* WILL KNOW WHAT TO DO FROM *THERE!* *OVER AND OUT!*

MOMENTS LATER, IN THE NOSE OF THE BESIEGED JETLINER...

PILOT'S TOO BUSY KEEPING THE *PLANE* UNDER CONTROL TO NOTICE *ME!*

ALL I HAVE TO DO IS CREEP A LITTLE *CLOSER,* AND...

SWEET DREAMS, PIG! FROM HERE ON, *HYDRA'S* TAKING OVER!

WHAK!

UUNNNHHH!

THE PLANE'S DIVING... LOSING MY BALANCE!

THE DIVE'S TOO *STEEP!* TRY TO BREAK YOUR *FALLS!*

IT'S NO *USE!* WE'RE DESCENDING TOO *RAPIDLY!* NO WAY TO PREVENT BEING TOSSED ABOUT THE CABIN LIKE *DOLLS!*

MY LORD! WE'RE GOING TO... *CRASH!*

PLANE *TWISTING* AND *TOSSING!* NO WAY TO FIGURE OUT HOW TO *FALL!*

HAVE TO WATCH MY *HEAD*...TRY TO AVOID *BUMP-ING* IT ON...

MMFFF!

WHONK!

AND, AT THAT SAME MOMENT, NO LESS THAN 2500 MILES *AWAY...*

CAP!

MUST'VE BEEN... SOME KIND'A *NIGHTMARE!* CAN'T *REMEMBER* IT...

...EXCEPT CAP WAS IN *TROUBLE!* HE *NEEDED* ME!

THE PHONE! I SHOULD'VE *GUESSED!* SOMETHING *IS* WRONG!

RRRING!

HELLO...YES, THIS IS *SAM WILSON! WHO... COLONEL FURY?!* YEAH, PUT HIM *ON!*

WHAT'S *UP,* COLONEL! IT'D BETTER BE *BIG* TO HAUL ME OUT AT *THIS* HOUR!

IS THAT ALL YOU CAN *TELL* ME?! OKAY, BE THERE IN A *HALF-HOUR.*

I'VE SWORN *OFF* AS CAP'S PARTNER...YET I CAN'T SAY *NO* IF HE'S IN A *JAM!*

OR *CAN'T* I?! WHY SHOULD I WORRY ABOUT HIM AND *SHIELD...*

...WHEN I COULD FIGHT CRIME RIGHT HERE IN *HARLEM* 24 HOURS A DAY...AND *STILL* NOT MAKE A DENT IN IT?!

OH, WELL...*COME ON,* REDWING... LET'S SEE WHAT IT'S ALL *ABOUT!*

IF NOTHING *ELSE*, I'LL SET FURY *STRAIGHT* ABOUT MY BEING *THROUGH* WITH SHIELD...

...NOW THAT I'VE DECIDED TO CONCENTRATE ON HELPING *MY* PEOPLE!

KAAAAAAA

STEVE... ARE YOU *ALL RIGHT?* YOU REALLY TOOK A *BUMP* ON THE HEAD!

I...I *THINK* SO. JUST A LITTLE *WOOZY!* GIVE ME A SECOND TO LET MY HEAD *CLEAR!*

THE PLANE'S STILL *PLUMMETING!* HAVE TO GET INTO THE *COCKPIT*...

...AND FIND OUT WHAT'S HAPPENED TO *ERIC*...BEFORE THE PLANE *CRASHES!*

YOU'RE *TOO LATE*, CAPTAIN AMERICA! NOW THE BATTLE BELONGS TO *HYDRA!* AND YOUR *DEATH* WILL BE THE FINAL BLOW!

LOOK OUT! HE'S GOT THE *DROP* ON YOU! HIT THE *DECK*, STEVE...AND I'LL BLOCK THE *SHOT!*

SHARON...NO! YOU'LL BE *KILLED!*

IT DOESN'T *MATTER!* BETTER FOR SHIELD THAT *I* DIE THAN... *OOOHHHHHH!*

ZAK!

SHE...SHE TOOK THE *FULL FORCE* OF THE BLAST...SACRIFICED HERSELF TO SAVE *ME!*

IF YOU'VE *KILLED* HER... SO HELP ME I'LL TEAR EVERY *ONE* OF YOU APART...WITH MY *BARE HANDS!*

WISSSHH!

SHE'S SO *STILL*... SO *QUIET!* I CAN'T *BELIEVE* IT...BUT SHE MUST BE... *DEAD!*

I *SWEAR*...NEITHER YOU...NOR ANY *OTHER* VERMIN WHO WEARS THE COLORS OF *HYDRA*...WILL LIVE TO SEE ANOTHER *DAY!*

SAYS *WHO?!* SHE WUZ JUST ANOTHER *BROAD!*

YOU *DEVIL!* SHE WAS THE WOMAN I *LOVED!* AND--IF SHE *IS* DEAD-- I *SWEAR* TO YOU--

--*YOU'RE GOING TO PAY!*

NEXT: *CAP'S REVENGE! 'NUFF SAID!*

CAPT AMERICA

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CAPTAIN AMERICA AND THE FALCON™

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YOU'RE FINISHED, HYDRA-- FINISHED!!

DON'T DEFEAT THEM TOO QUICKLY, YOU STAR-SPANGLED CLOWN---

FOR, THEN YOU MUST DEAL WITH ME!

MISSION: STOP THE FEMME FORCE!

CAPTAIN AMERICA, AND THE FALCON™

MISSION: DESTROY THE FEMME FORCE!

YOU'VE KILLED HER! SHARON IS DEAD... AND I'LL KNOW NO PEACE UNTIL YOU AND THE REST OF HYDRA HAVE JOINED HER IN THE GRAVE!

CAP--NO! THERE'S NO TIME FOR REVENGE-- NOT NOW!

IT MAY BE TOO LATE TO HELP SHARON -- BUT THERE'S STILL TIME TO KEEP THIS PLANE FROM CRASHING!

ANOTHER SUPER-SAGA OF THE RED-WHITE-AND-BLUE AVENGER BY---
STAN LEE, EDITOR
GARY FRIEDRICH, WRITER
SAL BUSCEMA, ARTIST
J. VERPOORTEN, INKER
SAM ROSEN, LETTERER

SHARON CARTER LIES MORTALLY WOUNDED AS A SHIELD AIR-LINER PLUMMETS TOWARD EARTH, A SUICIDAL AGENT OF HYDRA AT THE CONTROLS -- AND THAT'S ONLY FOR STARTERS...

752 Z

HE'S OUT OF HIS MIND WITH *RAGE*-- LOST ALL *CONTROL!*

CAP--- THIS ISN'T THE *WAY!* ANOTHER FEW SECONDS AND WE'LL *CRASH*--- AND HYDRA WILL *WIN!*

KILL THEM--- *I'LL KILL THEM ALL!*

NO! THEY'RE GOING TO KILL *US*--- UNLESS YOU CAN *STOP* THEM! *PLEASE,* CAP--- *LISTEN* TO ME!

I'LL CHOKE THE LAST *BREATH* FROM YOU-- AS YOU DID FROM *SHARON!*

IT'S AGAINST ALL REGULATIONS TO STRIKE A *SUPERIOR,* BUT---

--THIS SITUATION DEFINITELY CALLS FOR *MANEUVER 22*--- TACTIC FOR HANDLING *SHOCK VICTIMS!*

SLAP!

UUNNHHH!

SORRY, SIR--- BUT YOU LEFT ME NO *CHOICE!* I *HAD* TO---

I--ALMOST *KILLED* A MAN--- IN *COLD BLOOD!* I MUST'VE BEEN-- OUT OF MY *MIND!*

BUT THERE'S NO TIME TO *WORRY* ABOUT THAT NOW! THE *FEMME FORCE* SEEMS TO HAVE *HYDRA* NEARLY UNDER CONTROL---

--BUT IT'S STILL UP TO *ME* TO FIGHT MY WAY INTO THE *COCKPIT*--- AND KEEP THE PLANE FROM *CRASHING!*

YOU'RE IN *CHARGE* OF THE FEMME FORCE NOW, VAL!

SEE TO IT THEY KEEP *PRESSING*... AND I'LL TRY TO SEE THAT WE LIVE TO *CELEBRATE* THE VICTORY!

GOOD LUCK, CAP--- AND--BE CARE-FUL!

SPRAK!

IT'S *ALL OVER*, CAPTAIN AMERICA!

THE *SUPREME ONE'S* PUT A FAT *PRICE* ON YOUR HEAD--- AND I AIM TO *COLLECT* IT!

ZAT!

HAVEN'T YOU *HEARD* --- BOUNTY-HUNTING WENT OUT ABOUT A *HUNDRED YEARS* AGO?!

WHOK!

QUICK... GET HIM BEFORE HE REGAINS HIS *BALANCE!*

NO *SWEAT!* AT THIS POINT--HE'S AS GOOD AS *DEAD MEAT!*

TWO OF THEM--- CLOSING IN FROM *EITHER SIDE!* LOOKS LIKE A *MANEUVER SIX* SITUATION--- IF ONLY THEY DON'T REACH ME *SIMULTANEOUSLY!*

HE WUZ *READY* FOR US--- JUST *SUCKERED* US INTO THINKIN' HE WAS *OFF BALANCE!*

WOULD YOU BELIEVE IT WAS MERELY A MATTER OF USING A SPECIAL *MANEUVER*--- TO COUNTER A SPECIFIC *THREAT?!*

THOK!

DON'T GIMME A LINE OF *DOUBLE-TALK!*

OKAY--- HOW ABOUT A *FACE* FULL OF *DOUBLE-TROUBLE?!*

ZAK!

NOTHING *MORE* BETWEEN THE COCKPIT AND ME--- EXCEPT FOR THE *LOCKED CABIN DOORS!* I COULD BREAK THROUGH THEM WITH MY *SHIELD*---

--BUT IT COULD PUNCTURE THE *CABIN WALL* ---AND SEAL OUR *DOOM!*

STILL, THERE'S SO LITTLE *TIME*--- I'LL HAVE TO *RISK* IT---

---AND PRAY I CAN PUT ENOUGH *REVERSE SPIN* ON THE SHIELD!

THAKOW!

WHA--?!

HEAD *SPLITTING!* PLANE SEEMS TO BE *OUT OF CONTROL!* HAVE TO--- BRING MYSELF *AROUND!*

YOU'RE *TOO LATE*, CAPTAIN AMERICA! ONLY A FEW THOUSAND FEET *MORE*--- AND WE'LL SMASH INTO THE *MOUNTAINS* BELOW! *HAIL HYDRA!*

ERIC---GRAB THE CONTROLS-- WHILE I HANDLE THIS WOULD-BE *KAMIKAZE!*

BUT, WITH THE CRAZED *HYDRA AGENT* PULLED FROM THE WHEEL, THE SHIELD 707 PLUMMETS SUDDENLY, SICKENINGLY *DOWNWARD*---

CAP'S PULLED HIM *AWAY* FROM THE CONTROLS---

---NOW IT'S UP TO *ME* TO *SAVE* THE SHIP--- IF IT'S NOT *TOO LATE!*

STRAIGHTEN HER OUT, ERIC! EVERYTHING'S *OKAY* BACK HERE!

I'M *TRYING* -- LORD *KNOWS* I'M TRYING!

PLANE WASN'T *MEANT* TO WITHSTAND A *POWER DIVE* LIKE THIS!

SHE'S COMING *UP*--- BUT I DON'T KNOW IF SHE'LL STAND THE *STRAIN!* COME *ON,* BABY-- *COME ON!*

YOU'VE *DONE* IT, KOENIG! WE'VE *LEVELED OFF!*

THAT WAS *SOME JOB!* NO WONDER YOU'RE FURY'S *PERSONAL PILOT!*

ACTUALLY, THIS IS MY FIRST *FLIGHT* FOR SHIELD --- AND I THOUGHT IT WAS GOING TO BE MY *LAST!*

ONLY THE STRUCTURAL *SOUNDNESS* OF THIS AIRCRAFT *SAVED* US!

WELL, I THINK A CERTAIN *FORMER HOWLER* HAD MORE THAN A *LITTLE* TO DO WITH IT AS WELL!*

NOW I'D BETTER RADIO THE *AIR BASE* AND TELL THEM WE'RE *COMING IN!*

SHIELD ONE CALLING NELLIS AIR BASE CONTROL ---COME IN, NELLIS!

*ANYONE WHO HASN'T RECOGNIZED *ERIC KOENIG* FROM *SGT. FURY* BY NOW, GO STAND IN THE CORNER. ---STERN STAN.

THEN, AFTER A CONCISE CONVERSATION WITH THE AIR CONTROLLER AT THE MAMMOTH BASE NEAR *LAS VEGAS* ---

WE'RE ALL *CLEAR* TO LAND! THEY'RE EVEN SENDING UP AN *ESCORT!*

NOW I'M GOING TO LEAVE THE *FLYING* TO YOU ---

--- WHILE I CHECK THE SITUATION IN THE *CABIN!*

KEEP 'EM UP! JUST BECAUSE WE'RE *FEMALE* DOESN'T MEAN WE WON'T *SHOOT!*

IF THEY DON'T KNOW *THAT* BY NOW--- THEY'RE THE SLOWEST LEARNERS SINCE *LARRY, MOE, AND CURLY JOE!*

*CAP--- EVERY-THING'S *UNDER CONTROL* HERE-- AND SHARON'S STILL *ALIVE!*

IF WE GET HER TO A *HOSPITAL* IN TIME-- SHE MAY HAVE A *FIGHTING CHANCE!*

AN ESCORT WING OF *FIGHTERS* HURTLES UPWARD TO *MEET* THE SHIELD PLANE AND ITS STRANGE *RIDER*··· WHILE ON BOARD, NEWS THAT HIS FIANCEE *LIVES* REDUCES THE BATTLING *CAPTAIN AMERICA* TO A MERE RELIEF-WEAKENED MAN IN *LOVE*···

SHIELD ONE TO ESCORT ONE! ON FINAL APPROACH! STICK WITH US--AND THANKS FOR COMING! OVER!

DON'T MENTION IT, SHIELD ONE! WE'LL SEE YOU DOWN! OVER AND OUT!

THEN, SECONDS *LATER*, THE ATTACKED CRAFT IS SAFELY ON THE RUNWAY AT *NELLIS AIR FORCE BASE*···

THEY'VE GOT WOUNDED AND PRISONERS ABOARD! I WANT EVERY ABLE MAN ON THAT RUNWAY!

THE PORTABLE OXYGEN TANK'S *EMPTY!* WE'D BETTER HOPE THEY HAVE AN *AMBULANCE* WAITING!

THEY *DO!* I CAN SEE IT COMING *TOWARD* US--- IF ONLY IT ISN'T *TOO LATE!*

HANG ON, MY DARLING! A FEW MINUTES MORE---AND YOU'LL BE IN A *HOSPITAL* WHERE THEY CAN---THEY *MUST* ---SAVE YOU!

I'LL BE GOING TO THE **HOSPITAL** WITH HER, VAL! AND YOU'RE TO STAY **HERE**, AND---

THIS LOOKS LIKE **TROUBLE**, CAP! MAYBE YOU'D BETTER GO AHEAD---AND LET **ME** HANDLE IT!

CAPTAIN--- CAPTAIN AMERICA! HOLD ON THERE! I MUST TALK TO YOU!

GET HER ON **OXYGEN---** SHE'S **VERY CRITICAL!**

ONE **MOMENT**, CAPTAIN! I KNOW YOU'VE HAD A **BAD TIME---** BUT I HAVE ORDERS FROM **COLONEL FURY---** TO **DETAIN** YOU FOR **QUESTIONING!**

HANG YOUR ORDERS, MISTER! I'M GOING WITH THE **GIRL---** AND IF YOU THINK YOU CAN STOP **CAPTAIN AMERICA---** YOU'RE WELCOME TO **TRY!**

THIS IS **PERSONAL**, MAJOR! LET HIM GO-- AND I'LL ANSWER ANY QUESTIONS YOU **HAVE!** FURY WILL **CLEAR** IT!

VERY WELL, YOUNG LADY-- BUT YOU'LL BE HELD **RE-SPONSIBLE** IF COLONEL FURY IS **DIS-PLEASED!**

I'LL TAKE MY **CHANCES!** AND I'M A SHIELD **OFFICER---** NOT A YOUNG LADY!

NOW LET'S GET THE QUESTIONS **OVER** WITH--- SO **I** CAN GET TO THE HOSPITAL!

AND, AT THAT SAME MOMENT, IN AN UNDERGROUND COMPLEX SOME FIFTEEN MILES *AWAY*, A DISTRAUGHT FIGURE *WATCHES* THE NELLIS PROCEEDINGS ON A GIGANTIC *VIDEO MONITOR*...

D SCREEN
ONTROL
OARD

ON

OFF

THE FEMME FORCE IS *SAFE*...AND CAPTAIN AMERICA *LIVES!*

MY MOST *ELABORATE PROJECT*...HAS *FAILED!*

ALL OF *HYDRA* MUST SHARE THE *BLAME* FOR THIS DISASTER---ALL SAVE *MYSELF*--- FOR THE *SUPREME HYDRA* IS INFALLIBLE ---AS WAS MY *ATTACK PLAN!*

IT WAS INCOMPETENTS LIKE *YOU* WHO SABOTAGED IT!

AND NOW, THOUGH NONE BUT I *REALIZE* IT, THERE IS YET *ANOTHER* TO BE ANSWERED TO---

---THE MAN RESPONSIBLE FOR THE *REBIRTH* OF OUR GLORIOUS ORGANIZATION!

BUT HOW CAN I *TELL* HIM--- TELL HIM THAT A PLAN CONCEIVED BY ME--- AT A COST TO HIM OF *MILLIONS* ---IS A *DISASTER?!*

WHAT IF HE HAS ME *REMOVED* AS SUPREME HYDRA--- OR, WORSE YET, HAS ME *ELIMINATED?!*

BUT---*NO!* HE WOULDN'T *DARE!* I'VE DONE *TOO MUCH* FOR HYDRA! HE *NEEDS* ME---CAN'T *AFFORD* TO BE WITHOUT ME!

I MUST *CONTACT* HIM---AND INFORM HIM OF MY *NEW* PLAN---BEFORE HE LEARNS OF OUR *FAILURE!*

EVEN NOW THE PIECES ARE FITTING TOGETHER-- FORMING A TRAP FROM WHICH CAPTAIN AMERICA CANNOT *ESCAPE!*

DOWNTOWN LAS VEGAS, GAMBLING CAPITAL OF THE WESTERN HEMISPHERE AND NUMBER ONE PLAYGROUND OF THE UNITED STATES! AND WHAT DOES THIS HAVE TO DO WITH OUR STORY? HANG IN THERE, FRANTIC ONE--- THE ANSWER IS A MERE TUG OF THE ONE-ARMED BANDIT AWAY---

LUCKY PEE

THIS IS IT, HONEY--- THE SAME HOTEL THAT THE MYSTERIOUS HAROLD HOWARD LIVES IN!

JUST THINK-- WE'LL BE SLEEPING UNDER THE SAME ROOF WITH ONE OF THE RICHEST MEN IN THE WORLD!

WHAT DO YOU MEAN ONE OF?! HE PRACTICALLY OWNS THIS WHOLE TOWN! HE MUST BE THE RICHEST!

IF HE REALLY EXISTS! WHO KNOWS FOR SURE?! NO ONE'S SEEN HIM FOR YEARS...

WELL, WE'RE GONNA BE HERE FOR A WEEK--- MAYBE WE'LL SPOT HIM!

THE EIGHTEENTH FLOOR OF THE LARGEST HOTEL IN LAS VEGAS--AND BEHIND ITS LOCKED DOORS BEATS THE HEART OF AN EMPIRE, AMONG OTHER THINGS...

PRIVATE

SUPREME HYDRA CALLING ---ON EMERGENCY FREQUENCY ZERO!

I MUST SPEAK TO YOU, SIR! COME IN IF YOU'RE AVAILABLE!

PLEASE! I KNOW YOU'RE THERE! I CAN SENSE IT!

PERHAPS YOU'VE ALREADY HEARD WHAT HAPPENED-- BUT I BEG YOU TO HEAR ME OUT! MY ERROR CAN BE RECTIFIED!

THE MISSION FAILED DUE TO INCOMPETENCE ON THE PART OF MY OFFICERS!

BUT I HAVE A NEW PLAN--A TRAP FOR CAPTAIN AMERICA AND THE FEMME FORCE---

--WHICH I WILL SUPERVISE PERSONALLY!

CONTINUE, SUPREME HYDRA! I AM *LISTENING!*

THANK YOU, SIR! MY PLAN IS TO LURE---

I DON'T WANT TO *KNOW* YOUR PLAN, FOOL! I ONLY WANT TO SEE IT *SUCCEED!*

IT WILL, SIR! I ASSURE YOU THAT---

I UNDERSTAND, SIR--- AND I THANK YOU FOR THIS OPPORTUNITY! I WILL NOT FAIL YOU!

DON'T WORRY! I PROMISE YOU I---

SILENCE, DOG! I AM NOT *INTERESTED* IN YOUR PROMISES!

YOU HAVE *TWENTY-FOUR HOURS* TO EXECUTE THIS PLAN SUCCESS-FULLY! IF YOU FAIL--- YOU *DIE!*

SEE THAT YOU *DON'T!* MY PATIENCE IS QUITE *EXHAUSTED!*

KLIK!

CHAPTER TWO

HOLOCAUST in the HALLS OF HYDRA!

THEY DON'T COME ANY *BETTER* THAN CAP, MISTER!

JUST FEAST YER EYES ON *THIS* CLIP--- OF 'IM WORKIN' OVER THE *RED SKULL!* WISH I HAD A *DOZEN* LIKE 'IM!

I'M *HIP* TO CAP'S VALUE TO SHIELD, COLONEL--- BUT WHAT'S IT GOT TO DO WITH *ME?!*

LIKE I *TOLD* YOU--CAP AND I HAVE *SPLIT UP!*

AND THAT'S JUST WHY I *CALLED* YUH HERE TO HEADQUARTERS!

CAP COULD BE IN *TROUBLE*--AND I FIGURED I COULD COUNT ON HIS *PARTNER* TO GIVE 'IM A *HAND!*

NO WAY, MAN! WE'VE *HAD* IT AS A TEAM!

WELL, I WON'T ASK *WHY,* SINCE IT AIN'T NONE OF MY *BUSINESS*--- BUT I WILL TELL YUH YER MAKIN' A BIG *MISTAKE!*

THE MAN MAY *NEED* YOU-- AND--SHIELD MAY NEED YOU!

STOW IT, BABY!

FACT IS, MY *PEOPLE* NEED ME A LOT MORE THAN SHIELD OR CAP!

AND I PLAN TO SEE THAT THEY *GET* AT LEAST *ONE* SUPERHERO TO CALL THEIR OWN-- OR MY NAME ISN'T THE *FALCON!*

OKAY! OKAY! YOU GOT YOURSELF A *POINT* THERE--- BUT I STILL WISH YOU'D *THINK* ABOUT WHAT I'VE TOLD YUH!

WE'RE IN A LIFE-AND-DEATH STRUGGLE WITH *HYDRA*--- AND IF WE *LOSE* IT--

--*YOUR* PEOPLE ARE GONNA SUFFER JUST AS MUCH AS *MINE!*

I'M FIGHTIN' FOR THE *WHOLE COUNTRY* ---NOT JUST ONE *GROUP* OF CITIZENS!

MAYBE THAT'S BECAUSE YOU'RE *WHITE,* COLONEL--- AND DON'T UNDERSTAND HOW IT *FEELS* TO BE ON THE OTHER SIDE OF THE COLOR LINE!

ANYWAY, YOU CAN HANDLE HYDRA *WITH-OUT* ME! SORRY, COLONEL!

YEAH, SO AM *I*--- AND SO IS CAPTAIN AMERICA!

I CAN'T TELL YOU HOW *HAPPY* I AM YOU DECIDED TO HAVE *DINNER* WITH ME, STEVE!

I *DOUBT* IT, VAL--- BUT I APPRECIATE YOUR GOOD *INTENTIONS!*

IT'LL HELP YOU GET YOUR MIND OFF *SHARON!*

OH, I'M CERTAIN SHE'LL BE *FINE!* HER PULSE WAS MUCH *STRONGER* WHEN WE TOOK HER OFF THE *PLANE---*

---AND THEY'LL DO EVERYTHING THEY *CAN* FOR HER AT THE *HOSPITAL!*

CAN'T WE TALK ABOUT SOME-THING *ELSE?!*

I THOUGHT YOU'D NEVER *ASK---* BUT SINCE YOU *DID,* LET'S TALK ABOUT *YOU!*

I'M AFRAID THAT WOULDN'T BE VERY *INTERESTING---* AT LEAST NOT *TONIGHT!*

VERY *MODEST* OF YOU--- BUT I DON'T BELIEVE A *WORD* OF IT!

SO JUST *RELAX--- OPEN UP* TO ME! I'LL HELP YOU AS MUCH AS I *CAN!*

BUT WHILE CAP GETS A LITTLE HELP FROM HIS *FRIEND,* LET'S SWITCH TO A NEARBY *HOSPITAL---* WHERE EVENTS EVEN MORE MYS-TERIOUS THAN THOSE IN CAP'S *PAST* ARE SHAPING UP---

HOSPITAL

---*BEGINNING* WITH A SLEEK, BLACK *LIMOUSINE'S* ARRIVAL AT THE FACILITY'S *EMERGENCY ENTRANCE---*

HOSPITAL

--A VEHICLE BRINGING *EMISSARIES* OF THE ALL-POWERFUL *SUPREME HYDRA---*

---WHOSE ONLY TARGET MUST BE THE BEAUTEOUS SHIELD AGENT, *SHARON CARTER---*

EMPLOYEES ONLY

3 FLOOR

5

ZAT! ZAK!

MMMPPPFFF!

Attention Captain America!

FIFTEEN MINUTES LATER...

CALL FOR YOU, MR. ROGERS!

OH--THANK YOU!

PROBABLY FURY... JUST IN TIME TO LOUSE UP OUR EVENING!

SSHHHH! IT'S THE HOSPITAL!

WHAT?

BUT HOW COULD YOU LET SUCH A THING HAPPEN?!

NEVER MIND! I'LL BE THERE IMMEDIATELY!

THEY'VE KIDNAPPED SHARON! AND THEY LEFT A NOTE... DARING CAPTAIN AMERICA TO COME AFTER HER!

STEVE... WAIT! I'LL COME WITH YOU!

WELL, I GUARANTEE YOU HE WON'T DISAPPOINT THEM!

SO YOU'VE BROUGHT HER TO ME! EXCELLENT! AT LAST WE'VE ACCOMPLISHED A MISSION!

NOW... IF ONLY CAPTAIN AMERICA WILL SNAP UP THE BAIT--! BUT I'M CERTAIN HE WILL!

HE WILL COME HERE FOR HER... AND WHEN HE DOES... HE WILL BE DESTROYED!

AND IF HE DOESN'T COME... WE WILL KILL SHARON CARTER, LEADER OF THE FEMME FORCE!

SO, EITHER WAY, WE WILL BE VICTORIOUS! HAIL HYDRA!

THE NOTE SAYS SHARON WILL BE *KILLED*... UNLESS I APPEAR AT *HYDRA HEADQUARTERS*...

...WITHIN *TWO HOURS*...*ALONE!*

Attention Captain America

BUT YOU CAN'T *DO* THAT! LET THE *FEMME FORCE* FOLLOW YOU!

CAP... YOU'RE NOT *LISTENING* TO ME! YOU'RE LETTING YOUR PERSONAL FEELINGS CLOUD YOUR *JUDGMENT!*

IT'S NO *USE!* HE DOESN'T *HEAR* ME! NOW I'LL HAVE TO ACT ON MY *OWN!*

SO I'LL APPEAR ALL RIGHT--- AND I WON'T KNOW *PEACE* UNTIL THOSE MURDERING SWINE ARE *DESTROYED!*

BUT AS UNREQUITED *RAGE* WELLS WITHIN THE HEART OF THE RED-WHITE-AND-BLUE AVENGER ---HIS EVERY *MOVE* IS BEING MONITORED FROM THE *TOP FLOOR* OF THE BIGGEST HOTEL IN *LAS VEGAS*...

SO FAR, THE SUPREME HYDRA'S PLAN GOES *WELL*...

...STILL, I HAD BEST *INTERCEDE*-- TO *INSURE* ITS ULTIMATE *SUCCESS!*

YOU HAVE NO NEED FOR *CONCERN*, SIR! WITHIN THE *HOUR*... CAPTAIN AMERICA WILL BE *DEAD!*

I *HOPE* SO-- BUT I HAVE *INSTRUCTIONS* FOR YOU... TO BE *CERTAIN!*

STAY *HIGH*, GIRLS... AND KEEP THE *JET PACKS* ON LOW SPEED!

WE MUSTN'T LET CAP KNOW THE FEMME FORCE IS *FOLLOWING* HIM!

LOOK! JUST *ABOVE* HIM--- SOME SORT OF STRANGE *AIRCRAFT!*

PROBABLY A *HYDRA SHIP*... SENT TO *INTERCEPT CAP!*

GET *READY*, GALS! THIS MAY BE *IT!*

TARGET DIRECTLY BELOW! FIRING VORTEX BEAM FOR CAPTURE!

SOME SORT OF AIRCRAFT... HOVERING ABOVE ME! DEFINITELY A HYDRA TRAP!

BUT IT DOESN'T MATTER! I WANT THEM TO CAPTURE ME, TO TAKE ME INTO THEIR LAIR!

THEN, ONCE I'M THERE, THE PRISONER GAME WILL COME TO A SCREECHING HALT!

BUT FOR NOW, I'LL RIDE THE VORTEX BEAM INTO THEIR SHIP --- AND WAIT UNTIL TIME TO MAKE MY MOVE!

THEY'VE GOT HIM! INCREASE POWER ON THE JET PACKS! WE CAN'T LOSE SIGHT OF THEM!

THIS MUST BE THE PLACE... WHERE THAT SPOT IN THE DESERT FLOOR IS OPENING!

GIVE THE PACKS FULL POWER, GALS! WE HAVE TO GET IN BEFORE THE DOORS CLOSE --- OR IT COULD ALL BE OVER FOR CAP!

WE'RE *IN*--- BUT WE AREN'T EXACTLY *INVISIBLE!*

EXECUTE INVASION TACTIC EIGHT!

ZAT!

BUT, AS THE FEMME FORCE ATTEMPTS TO FIGHT ITS WAY *IN*, CAPTAIN AMERICA FACES AN *ARCH-ENEMY* A FEW HUNDRED YARDS AWAY---

WELCOME, ENEMY-- TO *HYDRA HEAD-QUARTERS!*

YOU WILL NOTICE OUR *CAPTIVE*, KEPT ALIVE ONLY THROUGH HYDRA *TECHNOLOGY!* I NEED BUT TO THROW A *SWITCH*--- TO ASSURE HER INSTANT *DEMISE!*

SHARON!

THEY HAVE ME RIGHT WHERE THEY *WANT* ME! IF I *ATTACK*-- SHARON WILL *DIE!*

AND IF I *DON'T*--- THEY'LL PROBABLY KILL *BOTH* OF US!

IF ONLY I'D LET *VAL*---

ZAPPP

SUPREME ONE! WE'VE BEEN INVADED--- BY *FEMALE SHIELD AGENTS, AND --AAGGGHHH!*

SAY *NO MORE!* WE'LL LET OUR *ACTIONS* SPEAK FOR US.'

STOP THEM, YOU BUMBLING FOOLS! THERE ARE *HUNDREDS* OF US--- AND ONLY A *HANDFUL* OF THEM!

HE'S *RIGHT* ---BUT WE HAVE THE ELEMENT OF *SURPRISE* ON OUR SIDE!

BAK!

YOU SHOULD BE *WATCHING* ME, HYDIE--- INSTEAD OF LEAVING THE WORK UP TO YOUR *FLUNKIES!*

SPYONG!

KEEP 'EM OFF *BALANCE* --- AND WE'VE GOT A *FIGHTING CHANCE!*

THE INTERCOM SAID THERE'S A *SHIELD ATTACK* IN SECTOR TWO!

YEAH-- BY *FEMALE AGENTS*, YET!

THIS OUGHTTA BE LIKE A DAY AT *JACK LALANNE!*

YOU *SAID* IT, FELLA---AND I'M GIVING THE *LESSONS!*

KABOING!

HERE'S HOPING YOU *LEARN* SOMETHING FROM THEM---

---SINCE YOU'RE PAYING SUCH A *HIGH PRICE!*

THERE'S TWO OF THE BROADS--- WITH THEIR *BACKS* TO US! *BLAST 'EM!*

HEADS UP, LADIES! THERE ARE STILL MORE *RATS* CRAWLING OUT OF THE *WOODWORK!*

BRAK!

HANG IT UP, CAPTAIN AMERICA! THIS TIME, YOU'VE HAD THE *MEAT!*

BAH! THEY'VE *FAILED* AGAIN!

BUT I CAN *STILL* GRASP VICTORY FROM THE CLUTCHES OF *DEFEAT---*

---AND I INTEND TO DO JUST *THAT!*

WITH THE MERE TOUCH OF A *BUTTON*--- HYDRA HEADQUARTERS CAN BE--- AND *WILL* BE--- *DESTROYED!*

FIGHT ON, CAPTAIN AMERICA--- FIGHT THE *GOOD* FIGHT, SINCE IT WILL BE YOUR *LAST!*

A PITY YOUR TALENTS COULD NOT SOMEHOW HAVE BEEN CHANNELED TOWARD *MY* PURPOSES, BUT---

---SINCE THAT IS *IMPOSSIBLE*, YOU MUST *DIE*--- ALONG WITH YOUR FEMALE SHIELD COUNTER-PARTS---

---AND THE BUMBLING HORDES OF *HYDRA*--- FOR WHOM I HAVE NO FURTHER *USE!*

DESTRUC CONTRO

AFTER I PUSH THIS *BUTTON*--- I'LL NEED NO ONE OTHER THAN *MYSELF*, TO CONTROL FIRST THIS *COUNTRY* ---AND THEN THE *WORLD!*

NEXT:
THE MOST SENSES-STUNNING GUEST-VILLAIN OF ALL---
AND THAT'S ONLY FOR *STARTERS!*

CAPT AMERICA

MARVEL COMICS GROUP™

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CAPTAIN AMERICA AND THE FALCON™

APPROVED BY THE COMICS CODE AUTHORITY

THE SUPREME HYDRA.. UNMASKED!

CAPTAIN AMERICA AND THE FALCON™

"AND BEHIND THE HORDES OF HYDRA..."

WHILE CAPTAIN AMERICA AND THE SHIELD FEMME FORCE BATTLE TO DESTROY THE FORCES OF HYDRA IN AN UNDERGROUND FORTRESS NEAR LAS VEGAS, A SINISTER FIGURE WATCHES THE MELEE AND PREPARES TO PRESS THE BUTTON WHICH WILL DESTROY THE COMBATANTS ON BOTH SIDES...

WE'VE GOT THEM ON THE RUN! KEEP PRESSING THE ATTACK...AND DON'T GIVE THEM A CHANCE TO REGROUP!

THE FEMME FORCE HAS EVERYTHING UNDER CONTROL! NOW IT'S BETWEEN THE SUPREME HYDRA...AND ME!

I'VE SEEN ENOUGH OF THIS! THE SO-CALLED SUPREME HYDRA HAS FAILED ME FOR THE LAST TIME!

THE POWER TO DO AWAY WITH HIM, AS WELL AS CAPTAIN AMERICA, IS MINE... AND I INTEND TO EXERCISE IT...NOW!

DESTRUCT PANEL

STAN LEE, EDITOR

GARY FRIEDRICH, WRITER

SAL BUSCEMA, PENCILLER

JOHN VERPOORTEN, INKER

ARTIE SIMEK, LETTERER

806Z

THE BATTLE HAS JUST *BEGUN!* HYDRA WILL *YET* OVER... *UNNNHHHH!*

NO *WAY,* MISTER! THIS IS FOR *STARTERS...*

...AND NEXT COMES THE WRAP-UP... *AVENGERS-STYLE!*

AS I *SUSPECTED!* HIS OVER-CONFIDENCE WILL *BETRAY* HIM!

RELEASE *SHARON CARTER...* AND TELL YOUR MEN TO *SURRENDER!* OR SO HELP ME, I'LL...

A SLIGHTLY *PREMATURE* DEMAND, DOG...FOR ONE WHO'S STARING DOWN THE NOZZLE OF A *NAPALM HOSE!*

NOW IT IS *YOU* WHO MUST SURRENDER... OR *DIE!*

DON'T *WORRY* ABOUT CAP, LADIES...HE CAN TAKE CARE OF *HIMSELF!*

I *HOPE!* IF ANY-THING SHOULD *HAPPEN* TO HIM...

AGGHHH!

WOK!

BUT I CAN'T LET MY *PERSONAL FEELINGS* DISTRACT ME!

NO MATTER *WHAT* HAPPENS TO THE MAN I *LOVE...*

...SHIELD HAS TO COME *FIRST!* AND WE HAVEN'T *WON* YET!

AND, AS THE BATTLE REACHES ITS CRUCIAL CLIMAX, THE HAND WHICH CAN DECIDE IT REACHES FOR A BUTTON SOME TWENTY MILES AWAY...

...ONLY TO BE INTERRUPTED BY THE CREAKING OF AN OPENING DOOR...

STOP! YOU MUSTN'T PRESS THE BUTTON... YOU CAN'T!

IN ALL OF THE YEARS OF OUR MARRIAGE... I'VE NEVER ASKED A SINGLE FAVOR!

NOW I'M BEGGING! DON'T PUSH THE DESTRUCT BUTTON! IF YOU DO, YOU'LL NEVER FORGIVE YOURSELF!

I KNOW WHAT YOU'RE DOING! I'VE KNOWN ALL ALONG...BUT THERE'S SOMETHING YOU DON'T KNOW...

...AND IF YOU DESTROY HYDRA HEADQUARTERS NOW...PART OF BOTH OF US WILL DIE WITH IT!

PLEASE, MY HUSBAND! I ASK ONLY THAT YOU WATCH...FOR A FEW SECONDS LONGER! AFTER THAT...DO WHAT YOU MUST!

KEEP PRESSING! TRY AND BREAK THROUGH TO CAP!

HUH

I'VE WARNED YOU NEVER TO INTERFERE IN MY BUSINESS! AND NOW YOU'VE DEFIED ME!

YET...I WILL RESPECT YOUR WISH... BUT ONLY FOR A FEW SECONDS! THEN THE BUTTON WILL BE PRESSED!

SO...YOU DARE TO CALL MY *BLUFF*?! THEN LET THAT BE YOUR *FINAL MISTAKE*, CAPTAIN AMERICA...

...AS I *COMPLETE* MY FIRST MISSION AS SUPREME HYDRA, BY *KILLING* YOU!

WITH NOTHING MORE THAN A HIGHLY-REFINED *FLAME-THROWER*?! DON'T *BET* ON IT!

WHOOOSSH!

UUNNNHHHH!

KRAK!

COMPARED WITH WHAT I'VE FACED IN THE *PAST*, YOU'RE NOTHING MORE THAN A RANK *AMATEUR*!

WHUMP!

AGAIN I'VE UNDERESTIMATED HIM...BUT NO *MORE*!

NOW I HAVE HIM WHERE I *WANT* HIM...AND WHERE HIS *PHYSICAL PROWESS* NEVER FAILS HIM...HIS *HEART* WILL!

STOP! MAKE ANOTHER MOVE TOWARD ME... AND IT WILL BE A STEP YOU'LL REGRET FOR THE REST OF YOUR *LIFE*!

LOOK...ON THE *MONITOR*! THE GIRL YOU LOVE... *SHARON CARTER*... AND HER LIFE IS IN MY *HANDS*!

I NEED MERELY PULL THIS *SWITCH*...AND A *MORE*-THAN-LETHAL CHARGE OF *ELECTRICITY* WILL COURSE THROUGH HER BODY!

NOW...WHAT WILL IT *BE*?! HER *LIFE*...OR YOUR *SURRENDER*?!

IT'S HAPPENING *AGAIN*... ...THE SAME DEADLY *CHOICE*...SHARON...OR SHIELD ...BUT PERHAPS *THIS TIME*...

...THERE'S AN ANSWER!

ZZT!

ZZZZZZ

SHARON!

YOU THREW THE *SWITCH*... BEFORE MY SHIELD COULD *STOP* YOU!

YOU'VE... *KILLED* HER... AND NOW...

...I'LL KILL YOU!

IT'S NO *USE!* HE'S *FAILING*...DOOMED TO *LOSE!* NOW THERE'S NO WAY I CAN *SAVE* HIM!

BEGONE, WOMAN! I'VE SUFFERED *ENOUGH*... SEEING THE MAN I *HAND-PICKED* FROM HYDRA'S HOODED RANKS...

NOOOO! PLEASE!

NOW THE PUNY WEAKLING WILL *DIE*...AND SO WILL MY ACCURSED ENEMY... *CAPTAIN AMERICA!*

PAN

LET ME SEE YOUR *FACE!* I WANT TO SEE WHAT IT *LOOKS* LIKE...

...WHEN THE LIFE OOZES FROM *YOU* AS IT DID FROM *SHARON!*

FATHER... HELP ME!

DEST PAN

*MY SON!**

YES...AND NOW YOU KNOW... WHY I *INTERFERED!*

HE WAS THE SCHEMER IN SPIDEY #83-85! --STAN.

I'VE NEVER *UNDERSTOOD* HOW MEN COULD KILL IN COLD BLOOD...WITH THEIR *BARE HANDS*...NOT UNTIL THIS *MOMENT!*

CAP...WAIT! IT'S SHARON! SHE'S...ALIVE! SHE'S COMING OUT OF THE *COMA!*

IT MUST HAVE BEEN THE *SHOCK!* IT WASN'T *LETHAL*...BUT IT WAS STRONG ENOUGH TO JOLT HER BACK TO HER *SENSES!*

I'M *HERE,* DARLING... *RIGHT HERE!*

JUST LIE *STILL!* DON'T TRY TO *MOVE* TOO MUCH... OR *TALK!* JUST... BE *ALL RIGHT!* NOTHING ELSE *MATTERS!*

STEVE... WHERE'S *STEVE?!*

I CAN'T *BELIEVE* IT! I THOUGHT YOU WERE *DEAD*-- BUT YOU'RE *NOT!* YOU'RE HERE... AND WE'RE *TOGETHER!* OH, SHARON...I NEVER KNEW I COULD *CARE* SO MUCH!

MAYBE YOU *DON'T!* BUT ONLY *TIME* WILL TELL, LOVER!

THE HEAD MAN...HE'S GETTING AWAY!

AGENTS TWELVE AND SEVEN... GET MOVING! WE MUSTN'T LET HIM *ESCAPE!*

NEVER *MIND!* I'M GOING AFTER HIM *MYSELF!*

YOU FINISH UP HERE, VAL...THEN GET SHARON TO A *HOSPITAL!* I WANT HER UNDER *SURVEILLANCE* FOR A WHILE!

PLEASE...BE *CAREFUL,* DARLING!

I *WILL*...BUT NO MATTER WHAT, REMEMBER THAT I *LOVE* YOU!

WASTED VALUABLE TIME THERE WITH *SHARON*... PRECIOUS SECONDS WHICH COULD ALLOW HIM TO *ESCAPE!* NOW, I HAVE TO *MAKE UP* FOR IT!

THERE HE IS!

HE'S BOARDING SOME SORT OF *ROCKET CRAFT!* NO WAY I CAN *STOP* HIM!

BUT I *MUST* STOP HIM... SOME HOW... SOME WAY!

NOTHING I CAN DO NOW BUT ALERT *HEAD-QUARTERS,* AND...

...*WAIT!* THAT FEMME FORCE *JET PACK!*

IF THERE'S ENOUGH *FUEL* LEFT IN IT... I STILL HAVE A *CHANCE!*

NO TIME TO *CHECK* THE FUEL, THO! HAVE TO STRAP IT *ON*...

...AND *BLAST OFF!*

TOO LATE!

...FLIP THE *POWER IGNITION*...

THINK *BACK*, MY HUSBAND... BACK TO THAT DARK DAY WHEN YOU LEARNED OUR SON WAS...*THE SCHEMER!*

AFTER LEARNING HE HAD TRIED TO *DESTROY* YOU, YOU WENT INTO A DEEP STATE OF *SHOCK!**

*CHECK *SPIDEY* #83 & 84 IF YOU DON'T BELIEVE HER!--STAN.

"I TRIED TO SPEAK TO YOU...TO REASON WITH YOU ...BUT YOU COULDN'T HEAR ME...

PLEASE...YOU MUST *UNDERSTAND* WHY HE DID THIS!

IT'S NO *USE*, MOTHER! HE'S *HOPELESS!*

"SO WE HAD YOU TAKEN TO AN INSTITUTION...WHERE YOU COULD RECEIVE THE TREATMENT WE HOPED WOULD RESTORE YOU TO NORMALCY..."

I CAN'T *BEAR* IT! ARE YOU SURE THERE'S NO OTHER *WAY?*

I'M *CERTAIN*, MOTHER... ABOUT THAT AND *ANOTHER* THING!

IT'S *MY FAULT* MY FATHER'S IN THIS CONDITION! IF I HADN'T BEEN SO *NAIVE*... SO *IGNORANT*...

...BUT IT'S *TOO LATE* FOR REGRETS! NOW IT WILL TAKE *ACTION*...TO TRY AND *MAKE UP* THE SUFFERING I'VE CAUSED MY FATHER AND YOU!

AND SO HE BEGAN *IMMEDIATELY* TRYING TO ACHIEVE SOMETHING WHICH WOULD MAKE YOU *PROUD* OF HIM!

THROUGH *UNDERGROUND CONTACTS*, HE BECAME INVOLVED IN *HYDRA*...AND SOON HAD *REORGANIZED* ITS SCATTERED, BROKEN *RANKS!*

THEN, WHEN HE WAS IN *CONTROL* OF THE ORGANIZATION, HE TURNED HIS EFFORTS TO *YOU!*

"AFTER NEARLY A YEAR, YOU'D MADE NO **PROGRESS** AT THE INSTITUTION...SO OUR SON DETERMINED TO HELP YOU RECOVER BY **HIMSELF**...

"IN THE DEAD OF NIGHT, HE **SNATCHED** YOU FROM YOUR ROOM AFTER HIS MEN HAD **SECURED** THE BUILDING...

"THEN, WHILE THE GUARDS STRUGGLED FUTILEY, HE AND HIS MEN WHISKED YOU **AWAY** TO HYDRA HEADQUARTERS... WHERE WE HOPED A **CURE** AWAITED YOU...

"FOR MONTHS HE'D BEEN WORKING ON A **HYPER-SHOCK-TREATMENT**, AND NOW THAT HE'D **PERFECTED** IT, HE WAS READY TO **TRY** IT ON YOU...

"OF COURSE, WE DIDN'T KNOW FOR A WHILE WHETHER OR NOT IT HAD **SUCCEEDED**! AFTER THE TREATMENT, HE BROUGHT YOU **HOME**... AND WE WAITED TOGETHER FOR LONG AGONIZING **HOURS**...

"AND WHILE WE WAITED, HE EXPLAINED HIS PLAN TO ME! IF YOU RECOVERED, HE SAID, HE WANTED YOU TO TAKE OVER HYDRA, BEHIND THE SCENES, OF COURSE...WHILE HE CONTINUED AS THE SUPREME HYDRA, ANSWERABLE ONLY TO YOU...

THAT'S HOW IT MUST BE, MOTHER...WITH ONE SIMPLE STIPULATION!

MY FATHER MUST NEVER KNOW I HAD A PART IN THIS...AT LEAST NOT UNTIL I DECIDE THE TIME IS RIGHT!

YOU HAVE MY WORD, SON! HE WILL NEVER KNOW... UNLESS YOU TELL HIM!

THANK YOU, MOTHER! I ONLY PRAY I'LL DO WELL ENOUGH... THAT I CAN TELL HIM ONE DAY!

THE REST SHOULD BE SIMPLE FOR YOU! YOU DID RECOVER...AND YOU DID TAKE OVER HYDRA...NEVER REALIZING YOUR SON HAD SET IT UP FOR YOU!

AND NOW, HAD I NOT INTERVENED AND BROKEN MY PROMISE TO HIM, HE WOULD BE DEAD BY YOUR HAND... AND YOU WOULD NEVER HAVE FORGIVEN YOURSELF!

BUT I DID INTERVENE...AND HE IS STILL ALIVE! THEREFORE, IT IS NOT TOO LATE FOR YOU TO RECONCILE WITH HIM!

WHAT SAY YOU, MY HUSBAND?! DO YOU NOT OWE HIM ENOUGH TO GIVE HIM ANOTHER CHANCE?!

YES...YES!!

BUT HOW DO I GIVE HIM THE CHANCE... WITHOUT SEEMING WEAK...WITHOUT...

THE VIDEO-MONITOR! IT CAN'T BE! HE COULDN'T BE SO STUPID!

BUT HE IS!

BUT YOU WEREN'T WATCHING! PERHAPS...

NO!

HE'S LET HIMSELF BE DEFEATED...BY A HANDFUL OF WOMEN!

HE'S FAILED... AND SON OR NO...I WON'T TOLERATE IT!

BUT, WHILE THE KINGPIN RAVES...A SPECIAL SHIELD JETLINER WINGS ITS WAY TOWARD LAS VEGAS...

...CARRYING A SPECIAL EMISSARY OF NICK FURY TOWARD A LONG-AWAITED REUNION...AND A DEADLY ENCOUNTER...

AND SOCIAL WORKER SAM WILSON, ALIAS THE FIGHTING FALCON, PONDERS HIS FATE AS THE WHINING JET ENGINES SCREAM MOURNFULLY IN HIS TORTURED BRAIN...

TRUE, CAP'S ON THE SPOT... BUT WHAT IF HE DOESN'T WANT MY HELP?!

MAYBE HE CAN HANDLE IT ALONE... LIKE HE ALWAYS HAS IN THE PAST!

MAN, I SHOULD'VE STUCK TO MY GUNS AND STAYED IN NEW YORK, INSTEAD OF TRYING TO COME ON LIKE THE CAVALRY!

BUT I COULDN'T DO THAT...NOT AFTER ALL THE TIMES CAP'S SAVED MY SKIN! FURY WAS RIGHT...

...THE ONLY WAY I COULD LIVE WITH MYSELF WAS TO COME, NO MATTER HOW MUCH IT RUBBED ME THE WRONG WAY! *

*AS SEEN IN THE FALCON-FURY CONFRONTATION LAST ISH! --STAN.

GLAD YA CHANGED YER *MIND*, MISTER...AND SO IS YER *UNCLE SAM!* YOU MADE A *SMART DECISION!*

I *HOPE* SO, COLONEL! I ONLY KNOW I COULDN'T LET CAP *DOWN!*

OKAY...HERE'S YER *ORDERS!* OPEN 'EM ON THE *PLANE*... AND *GOOD LUCK!*

TOP SECRET

S.H.I.E.L.D.

THANKS, JUDGING FROM ALL THE *SECRECY*...I'LL *NEED* IT ON THIS ONE!

WELL, I'VE BEEN UP FOR *THREE HOURS* NOW...GUESS THAT'S *LONG ENOUGH!*

MIGHT AS WELL OPEN UP THE *ORDERS*...AND FIND OUT WHAT THIS IS ALL *ABOUT!*

HOLY SPIT! I KNEW IT WAS *BIG*... BUT I NEVER EXPECTED ANY-THING LIKE *THIS!* IT'S *AMAZING!*

HAROLD HOWARD, THE FAMED RECLUSE BILLIONAIRE, *KIDNAPED*... AND HIS PLACE TAKEN BY *THE KINGPIN*...AND THE KINGPIN BEHIND *HYDRA!* NO *WONDER* CAP NEEDS A HAND!

TOP

I ONLY HOPE THIS SILVER BIRD CAN GET ME THERE *FAST* ENOUGH!

MR. WILSON...?! THIS IS THE PILOT! WE'LL BE LANDING IN VEGAS IN A LITTLE LESS THAN AN HOUR!

IF ONLY THAT'S NOT *TOO LATE!* LORD, PLEASE LET ME GET THERE IN *TIME!*

WHILE, AT THAT MOMENT, HUNDREDS OF MILES AWAY...

HIS CRAFT'S DROPPING... HEADING RIGHT FOR THE HEART OF THE VEGAS STRIP!

BUT WHY...?! ONLY WAY TO FIND OUT IS TO FOLLOW HIM!

HE'S LANDED... ON THE ROOF OF THAT HOTEL!

COULD IT BE THAT...?! NOT LIKELY...BUT POSSIBLE!

ONLY WAY TO GET AN ANSWER IS TO LAND MYSELF...AND TAIL HIM!

THIS ROOF ENTRANCE LEADS TO...AN ELEVATOR. AND THERE'S MY MAN...GETTING ON IT!

HAVE TO STICK CLOSE NOW...AND HOPE I DON'T RUN INTO A DEAD END!

HE'S SHOWING THE GUARD SOME KIND OF *IDENTI-FICATION!*

NOT TOO *SURPRISING,* CONSIDERING IT'S *HAROLD HOWARD'S* PRIVATE ELEVATOR!

SORRY I HAD TO *CHECK* YOU, SIR... BUT THOSE ARE MR. HOWARD'S *STRICT ORDERS!*

NOBODY GOES UP TO HIS *PENTHOUSE* UNLESS HE HAS ONE OF THE BOSS' *SPECIAL PASSES!*

I *UNDERSTAND!* JUST GET THIS CAR *MOVING!*

CAN'T FIGURE THE *CONNECTION* BETWEEN AMERICA'S RICHEST MAN AND *HYDRA...*

...BUT THERE'S ONLY ONE WAY I CAN *FIND OUT!*

KRAK!

SORRY ABOUT THAT, MISTER! YOU'RE PROBABLY JUST AN *INNOCENT EMPLOYEE...*

...BUT THE *NATIONAL SECURITY* SHOULD BE WORTH A LUMP ON THE *HEAD* TO YOU!

NOW IT'S UP TO THE *PENTHOUSE*...AND HOPEFULLY THE *ANSWER* TO THE MOST BAFFLING MYSTERY I'VE EVER *ENCOUNTERED!*

THE ELEVATOR'S COMING TO A *HALT!* THAT MEANS THIS IS *IT*...

...THE FINAL *SHOWDOWN*... AND THE ANSWER TO THE *MYSTERY* BEHIND *HYDRA!*

WHAT?!

YOU!!

THE KINGPIN! BUT HOW DO *YOU* FIT INTO THIS?! WHAT ARE *YOU* DOING IN HAROLD HOWARD'S OFFICE?! AND WHAT'S THE CONNECTION BETWEEN YOU AND THE *SUPREME HYDRA?!*

I THOUGHT YOU'D NEVER *ASK,* CAPTAIN AMERICA...BUT SINCE YOU FINALLY *HAVE,* SUFFICE IT TO SAY THAT HYDRA AND THE KINGPIN ARE ONE AND THE *SAME!*

AND IF THAT *ANSWERS* YOUR QUESTIONS...I'LL ASK MY SON TO STAND *ASIDE*...WHILE *I* DEMONSTRATE THE PROPER WAY TO *DEMOLISH* A FOE!

MAYBE YOU CAUGHT SPIDER-MAN OFF-GUARD ONCE OR TWICE, DURING HIS YOUNGER DAYS--

--BUT CAPTAIN AMERICA'S BEEN AROUND FOR A LONG, LONG TIME!

BAH! ONE SUPERHERO'S THE SAME AS ANOTHER... WHEN MATCHED AGAINST THE KINGPIN!

YOU MEAN WE ALL MAKE YOU SEEM THE CLUMSY OAF YOU ARE?!

YOU DARE TO MOCK ME?! I ASSURE YOU YOU'LL LIVE TO REGRET IT...STARTING NOW!

HAVE TO WATCH IT! HE'S MUCH FASTER...MUCH MORE NIMBLE THAN I SUSPECTED!

NAH! MY EVERY MOVE SURPRISES YOU, DOES IT NOT?! I'M RATHER AGILE FOR ONE SO LARGE... ISN'T THAT WHAT YOU'RE THINKING?!

HE'S RIGHT! HE'S AS QUICK AS ANY FOE I'VE EVER FACED... AND PROBABLY AT LEAST AS STRONG!

ACT FAST, CAP...OR THIS COULD BE... THE END!

TOO LATE... COULDN'T BREAK HIS GRIP!

FIRST, CAPTAIN AMERICA... YOU FALL!

THEN, WHILE YOU LIE HELPLESS... CONTEMPLATING IN AWE THE SHEER MIGHT OF YOUR OPPONENT...

...I WILL STRIKE MY DEATH BLOW!

HEAD... REELING... BUT HAVE... TO MOVE!

DIE!

NOT YET, THANKS!

WHOK

FOOL! HOW CAN YOU EXPECT A BLOW FROM *YOURSELF* TO EVEN FAZE ME...

WHEN I HAVE WITHSTOOD THE MIGHT OF *SPIDER-MAN*?!

BEATS *ME*! BUT A MAN HAS TO HAVE *HOPE*...

BLASH!!

...TO STAND A *CHANCE*! =*UNNHHH*!=

WHAT CHANCE?! FOR ALL OF YOUR *ACROBATIC* SKILL...

...AND PROWESS WITH THE *SHIELD*...

...YOU *NEVER* HAD A PRAYER AGAINST THE SHEER, BRUTE *STRENGTH* OF THE KINGPIN!

CRUSHING THE *BREATH* FROM ME! ABOUT TO... *BLACK OUT*!

KREEEEEE!

=*AAGGGHHH*!=

REDWING!

AND *THE FALCON!* CAN YOU *DIG* IT, OR WHAT?!

YOU'D BETTER *BELIEVE* I CAN, PARTNER!

KAAAA!

CALL THE BIRD *OFF!* HE'S CLAWING MY SCALP TO *SHREDS!*

WITH *PLEASURE,* FAT MAN...'CAUSE I WANNA PUT IT TO YOU ALL BY *MYSELF!*

YOU'RE *ONE* DUDE I'VE BEEN *ITCHIN'* TO GET A PIECE OF FOR A *LONG TIME!*

DON'T *UNDERESTIMATE* HIM... HE'S EVEN MORE POWERFUL THAN HE *LOOKS!*

OH, *YEAH?* WELL, HE AINT STRONG ENOUGH TO OVERCOME THE *HATE* I'VE BUILT UP FOR WHAT HIS SYNDICATE'S DONE TO MY *PEOPLE* FOR YEARS!

THERE'S NOT A BROTHER IN *HARLEM* DOESN'T KNOW ABOUT THE KINGPIN'S *SLUMLORDS*...AND *NUMBERS RUNNERS*... AND *DOPE PUSHERS!*

HALT!

WELL, *NOW* I'M GONNA--

A *BLINDING LIGHT*...FROM OUT OF *NOWHERE!* AND THAT *VOICE*... SO OMINOUSLY *FAMILIAR!*

I DON'T UNDERSTAND THE *CONNECTION,* AND YET I KNOW THAT IT *MUST* BE...

SILENCE, SWINE...AND ALL WILL BE MADE CLEAR! THE KINGPIN IS **NOT** THE HEAD OF HYDRA...NOR WAS HIS SON...NOR WAS **ANY** SUPREME HYDRA WHO EVER SUPPOSEDLY WAS IN CHARGE!

YOU DISAPPOINT ME, CAPTAIN AMERICA, IN THAT YOU WERE NEVER ABLE TO REALIZE THE **TRUE** FORCE BEHIND HYDRA! YOU OF ALL PEOPLE SHOULD HAVE GUESSED LONG AGO!

...BUT THAT IS OF LITTLE IMPORT NOW...SINCE, IF YOU DO NOT SURRENDER AT THIS VERY INSTANT, THE ENTIRE POPULATION OF LAS VEGAS WILL BE --**WIPED OUT!!**

NEXT:

"THE BIG SLEEP!"

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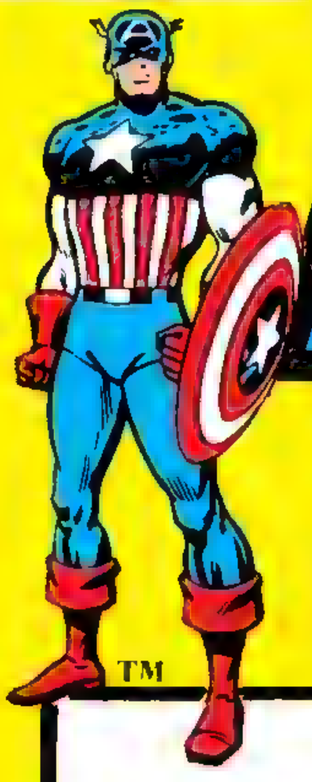
CAPTAIN AMERICA AND THE FALCON™



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..THE FIFTH SLEEPER!

CAPTAIN AMERICA, AND THE FALCON™

STAN LEE, EDITOR; GARY FRIEDRICH, SCRIPTER; SAL BUSCEMA, PENCILLER; AND ARTIE SIMEK, LETTERER, PRESENT ANOTHER STAR-STUDDED SUPER-SAGA...

THE BIG SLEEP!

BATTLING THE KINGPIN IN THE LAS VEGAS SUITE OF MYSTERIOUS INDUSTRIALIST HAROLD HOWARD, THE RED, WHITE, AND BLUE AVENGER AND THE FIGHTING FALCON ARE SUDDENLY STUNNED BY THE SENSES-SHATTERING SIGHT OF...

THE RED SKULL!!

A SHOCK FOR YOU, NO DOUBT...MY APPEARANCE IN THE MIDST OF YOUR BATTLE TO OVERCOME HYDRA!

YOU ARE THE ONE WHO WILL BE SURPRISED...FOR INTERFERING IN THE KINGPIN'S AFFAIRS!

WRONG, MY OBESE THOUGH UNWITTING COHORT...AS I WILL EXPLAIN, PROVIDED I ALLOW YOU TO LIVE LONG ENOUGH!

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LISTEN *WELL*, FOOLS...LEST YOU *ANNOY* ME AND GO TO YOUR *GRAVES* WITHOUT LEARNING THE *SECRET*...

...OF ALL THAT *HAS BEEN*, AND WILL *EVER BE*, THE ORGANIZATION YOU HAVE KNOWN MERELY AS... *HYDRA*!

I *ALREADY* KNOW ALL THERE IS TO KNOW... AND I WILL NOT *ALLOW* YOU TO...

WAIT, KINGPIN! WE'D BETTER...

WHAM!

IMBECILE!

SURELY YOU DID NOT THINK I WOULD LEAVE MYSELF *VULNERABLE* TO A *PHYSICAL ATTACK!*

CERTAINLY NOT WHEN MY FOES ARE THE LIKES OF *CAPTAIN AMERICA* AND THE *KINGPIN!*

AS YOU HAVE LEARNED THE *DIFFICULT* WAY, I AM NOT TRULY *HERE!*

WHAT YOU SEE IS, INSTEAD, A THREE-DIMENSIONAL *PROJECTION*...

...BEING TRANSMITTED FROM *NEARBY!*

IF THAT'S *TRUE*, THEN THERE MUST BE SOME SORT OF *ELECTRONIC SCREEN* TO CARRY THE IMAGE...

...AND I CAN PROBABLY *SHORT-CIRCUIT* IT BY...

HOLD IT, CAP! THAT WON'T *SOLVE* ANYTHING! WE'D BETTER *LISTEN* TO THE DUDE!

A *WISE CHOICE*, BLACK MAN... FOR YOURSELF, AND FOR THE *ENTIRE WORLD!*

"YOU SEE, WHILE SHIELD AND THE REST OF THE WORLD HAS BEEN CONCERNED WITH HYDRA FOR MANY YEARS, THEY NEVER BOTHERED TO LOOK BEHIND WHAT IT SEEMED TO BE...

"AND WHILE THE FREE WORLD POURED ITS MONEY AND MANPOWER INTO DESTROYING HYDRA... IT WAS MERELY GRANTING MUCH-NEEDED TIME FOR THE TRUE FORCE SUPREME...

NAZISM!

YES! HYDRA HAS ALWAYS BEEN BUT A DECOY... BUYING TIME FOR THE BIRTH OF THE FOURTH REICH!

EVEN THIS LATEST RUSE OF HYDRA WAS TOTALLY CONTROLLED BY ME!

WORKING BEHIND THE SCENES, I USED THE GULLIBILITY OF THE KINGPIN'S SON TO ESTABLISH HIM AS THE NEW SUPREME HYDRA...

ONLY TO HAVE HIM BROUGHT TO HIS KNEES... WHEN THE TIME WAS RIGHT!

YOU YOUNG IDIOT... MY OWN SON... DUPED BY THE FORCES OF NAZISM!

DON'T YOU SEE WHAT YOU'VE DONE?! DON'T YOU REALIZE IT MAY BE TOO LATE TO UNDO IT?!

ONLY TIME WILL TELL US IF YOU SPEAK THE TRUTH, SKULL... BUT IN THE MEAN-TIME... WHAT IS IT YOU WANT?!

THE MAN AINT JIVIN' YOU, JACK! WHAT'S YOUR PITCH?! WHY'RE YOU TELLIN' US ALL THIS?!

BECAUSE I WANTED YOU TO KNOW WHAT *IMBECILES* YOU HAVE BEEN...

...BEFORE I UNLEASH UPON YOU THE IMPREGNABLE MIGHT THAT WILL BE THE *FOURTH REICH!*

WATCH! TRAVEL WITH ME INTO THE *PAST*...IN ORDER TO PREPARE YOURSELVES FOR THE *FUTURE!*

"REMEMBER, CAPTAIN AMERICA...REMEMBER THE AWESOME POWER THAT WAS **THE FIRST SLEEPER,*** A MECHANICAL JUGGERNAUT I UNLEASHED UPON YOU LONG MONTHS AGO...!?

"AND THEN CAME THE **SECOND SLEEPER**, A SECOND SENTINEL BUILT AND CONCEALED BEFORE THE COLLAPSE OF THE THIRD REICH, TO BE AWAKENED IN LATER YEARS WHEN THE FORCES OF NAZISM WERE ONCE AGAIN READY TO CHALLENGE THE **WORLD...!**

*AS SEEN IN **TALES OF SUSPENSE #72-74.** --STAN.

"THERE WAS EVEN A THIRD SLEEPER, AND I UNWITTINGLY UNLEASHED ALL OF THEM BEFORE THE TIME WAS RIGHT...

"...THE END RESULT BEING THE BITTER TASTE OF DEFEAT AT THE HANDS OF CAPTAIN AMERICA!

"THEN, FROM THE ASHES OF DEFEAT, CAME THE FOURTH SLEEPER,* MORE POWERFUL THAN ITS THREE PREDECESSORS COMBINED...

GET ON WITH IT, SKULL! I FINISHED ALL YOUR SLEEPERS...

...SO WHAT DO THEY HAVE TO DO WITH YOUR PRESENCE HERE NOW?!

EVERYTHING, CAPTAIN AMERICA! ABSOLUTELY EVERYTHING!

AND NOW--

"SHIELD YOUR EYES... THEN PREPARE TO FACE THE CULMINATION OF THOSE PREVIOUS DEFEATS...

"...BUT ONCE MORE I UNDERESTIMATED MY HATED FOEMAN! AND ONCE MORE THE CAUSE WAS BEATEN!

*SEE C.A.#101! --SMILEY.

WATCH THE DESERT "FLOOR *QUAKE* A MERE MILE FROM THE *LAS VEGAS CITY LIMITS*... AND BEHOLD THE BIRTH OF...

"--THE FIFTH AND FINAL SLEEPER!!"

"WATCH AND **TREMBLE**, CAPTAIN AMERICA, AS THE **ULTIMATE WEAPON** MAKES ITS WAY TOWARD THE CITY... DESTROYING EVERYTHING IN ITS **WAKE**...INCLUDING ALL **HUMAN** LIFE...

"A **SINGLE BREATH** OF THE NERVE GAS THE SLEEPER MANUFACTURES AND DISPENSES MAKES EVERYTHING **ALIVE** FALL--**DIE**, LIKE THE LOWLIEST OF **INSECTS!**

"AND, **SINCE** THE SLEEPER MANUFACTURES ITS OWN SUPPLY, THAT SUPPLY WILL NEVER BE **EXHAUSTED**...

THINK OF IT, CAPTAIN AMERICA...A WEAPON SO INVINCIBLE THAT NO MAN CAN GET **CLOSE** ENOUGH TO **ATTACK** IT!

A WEAPON WHICH CAN **NEVER** BE DESTROYED...OR **HALTED**, UNLESS...

...YOU **SURRENDER** TO ME! YOU NEED ONLY **GIVE YOURSELF UP** AT THE **CITY LIMITS**...

...AND THE SLEEPER'S PROGRESS WILL **STOP!**

BUT **REFUSE** ME...AND FIRST **LAS VEGAS**, THEN THE ENTIRE **FREE WORLD** WILL CRUMBLE BEFORE MY MIGHT!

WAIT! YOU MUST **EXPLAIN** TO ME...

TOO LATE! THE IMAGE IS **GONE**...

...LEAVING THE FATE OF **MILLIONS** IN MY HANDS!

YOU'VE PUT HIM DOWN *BEFORE*, CAP... BUT THIS TIME, HE'S HOLDIN' ALL THE *CARDS!*

I *KNOW* THAT, PARTNER...BUT THERE HAS TO BE A WAY TO *STOP* HIM! THERE *MUST* BE!

OF *COURSE* THERE IS...*MUSCLE!* PURE, HARD *MUSCLE!* IT'S WORKED FOR ME FOR *YEARS*...AND IT CAN WORK FOR US *NOW!*

NO! THAT'S TOO *DANGEROUS!* ONE FALSE MOVE BY US... AND COUNTLESS INNOCENT *PEOPLE* COULD DIE!

WE'LL HAVE TO BE MORE *SUBTLE* ...AND WE'LL NEED *HELP!*

I CAN GIVE YOU ALL YOU *WANT!* I'VE ALWAYS *FOUGHT* YOUR KIND IN THE PAST...

...BUT FOR NOW, WE HAVE NO *CHOICE*...BUT TO BE *ALLIES!*

YOU'RE *RIGHT!* ROUND UP ALL THE MEN YOU *CAN*...WHILE THE FALCON GETS IN TOUCH WITH *NICK FURY!*

THEN BOTH OF YOU DO WHATEVER THE COLONEL *SAYS!*

AS FOR *ME*, I'M OFF TO FACE THE *SKULL*...AND EVEN *SURRENDER* TO HIM IF I *MUST!* ANYTHING TO BUY US SOME *TIME!*

GOOD THING I LEFT THIS *FEMME FORCE JET-PACK* HERE!*

IT SHOULD GET ME TO THE EDGE OF TOWN BEFORE *THE SLEEPER!*

THIS MAY WELL BE THE GREATEST CHALLENGE OF MY *CAREER!* BUT I MUST *RISE* TO IT...OR DIE *TRYING!*

*AS SEEN LAST ISH!--S.

FALCON TO SHIELD HQ! CONDITION RED IN VEGAS! REPEAT...CONDITION RED! RED SKULL AND SLEEPER ADVANCING ON CITY! OVER!

I HEAR YA, BLAST IT... AND WE KNOW WHAT'S GOIN' ON! MOBILIZING COMBAT FORCE ON THE DOUBLE!

FORGET ALL THE REGULAR PREPARATIONS... JUST GET YER POP-GUNS AND GET READY TO TAKE OFF!

WE'RE IN EVEN HOTTER WATER THAN I THOUGHT... AND IT LOOKS LIKE WE'RE IN FOR THE FIGHT OF OUR LIVES!

OKAY, FALCON! HEAR ME...AND HEAR ME GOOD! WE'RE ON OUR WAY TO VEGAS NOW!

BUT UNTIL WE GET THERE, I'M PUTTIN' YOU IN CHARGE OF OPERATIONS! GET IN TOUCH WITH THE FEMME FORCE... AND DO WHATEVER YOU HAVE TO TA HOLD THE SKULL! OVER AND OUT!

YOU CAUGHT THAT! NOW HOW DO I GET IN TOUCH WITH HYDRA HQ?!

I HAVE A VIDEO-MONITOR HOOK-UP! I'LL CONNECT YOU IMMEDIATELY!

I MERELY HAVE TO THROW A SIMPLE SWITCH... AND THAT WILL ALERT YOUR FORCE...

...IF THEY REMAIN THERE*... FOLLOWING THEIR VICTORY OVER HYDRA!

LET'S PRAY THEY DID!

*WHERE WE LEFT 'EM LAST ISH, RIGHT? --UNCERTAIN STAN.

THEN FOLLOWING A FAST BRIEFING VIA VIDEO-MONITOR...

I HAVE THE PICTURE... BUT HOW CAN I BE CERTAIN YOU'RE IN CHARGE?!

YOU'LL JUST HAVE TO TAKE MY WORD FOR IT, VAL!

...OKAY! IT'S TOO FAR OUT NOT TO BE TRUE... BUT WHAT ABOUT THE PRISONERS WE HAVE HERE?!

FORGET 'EM, MAMA! IF WE DON'T STOP THE SKULL, WE WON'T HAVE TO WORRY ABOUT THEM!

THE FEMME FORCE'LL GO STRAIGHT TO THE SCENE! NOW...WHAT CAN YOU DO?

MUCH MORE THAN YOU WOULD IMAGINE! THE KINGPIN IS ONE OF THE MOST POWERFUL MEN IN THE WORLD!

AS YOU WILL SOON WITNESS!

THIS IS K.P... CALLING ALL SUBORDI-NATES IN THE VEGAS AREA! COME IN IMMEDIATELY! THIS IS AN EMERGENCY!

WORKIN' WITH A TOP CRIME BOSS... WOW! BUT I GUESS I GOT NO CHOICE!

HARD TO BELIEVE, BOSS...BUT YOU CAN COUNT ON CHARLIE CHICAGO!

IF IT'S FOR REAL, I'LL HAVE 20 MEN THERE ON THE DOUBLE!

MOOSE MALLARD NEVER FAILS TO PAY A DEBT! I OWE YOU, KINGPIN...AND ME AN' THE BOYS'LL BE THERE!

KAAAAAAAA!

LET'S GO, REDWING! CAP NEEDS US!

AND SO DOES EVERY BROTHER IN THE WORLD!

ALL UNITS BATTLE-READY! BE READY TO MOVE OUT IN FIVE MINUTES!

HOLD IT, VAL! WHAT'S THIS ALL ABOUT?! FIRST YOU'RE ON THE MONITOR...THEN ALL THESE ORDERS!

WHAT-EVER IT IS, IT MUST BE BIG!

HONEY, YOU'LL NEVER KNOW JUST HOW BIG IT IS... BUT THAT DOESN'T CONCERN YOU!

YOU WERE BADLY INJURED*...AND YOUR ORDERS ARE TO TAKE IT EASY AND SIT THIS ONE OUT!

SO BE A DOLL AND PLAY IT THAT WAY, HUH?!

*NEVER KNEW SO MUCH HAPPENED LAST ISH! --STUNNED STAN.

NOT A CHANCE, VAL! I'M PHYSICALLY AND MENTALLY FIT AGAIN... AND I'M RESUMING MY COMMAND! NOW TELL ME WHAT'S GOING ON...AND THAT'S AN ORDER!

THEN, MINUTES LATER...

I WAS CERTAIN IT WAS BAD...BUT I DIDNT EXPECT ANYTHING LIKE ANOTHER SLEEPER!

YOU...OUT OF YOUR UNIFORM! I'LL BE WEARING IT...AND YOU'LL STAY BEHIND TO GUARD THE PRISONERS!

BET YOU WOULDN'T BE SO HOT TO TAKE OVER...IF YOUR BELOVED CAPTAIN AMERICA WEREN'T IN THE JAM OF HIS LIFE!

WHILE, ON THE EDGE OF THE DESERT CITY...

THERE IT IS!

WON'T BE ANY FURTHER NEED FOR THE BACK-PACK NOW! MIGHT AS WELL JETTISON IT!

FROM HERE ON...IT'S ALL UP TO ME!

IT'S COMING CLOSER AND MOVING VERY FAST...FOR SOME-THING SO LARGE!

FROM A DISTANCE... IT APPEARS TO BE MUCH LARGER THAN ANY OF THE PREVIOUS SLEEPERS...

...AND...MY LORD...THE CLOSER IT COMES... HARD TO BELIEVE!

IT'S...TALLER THAN A SKYSCRAPER! NEVER SEEN ANY-THING SO GARGANTUAN... YET SO MOBILE!

IT'S...THE MOST AWESOME SIGHT...I'VE EVER ...BEHELD!

THE SLEEPER WELCOMES YOU, CAPTAIN AMERICA... AND BIDS YOU TO ENTER...UNLESS YOU'D RATHER BE CRUSHED!

DO NOT HESITATE... FOR TO DO SO WILL BE FATAL, I ASSURE YOU!

MUST DO AS HE SAYS ...PLAY ALONG WITH THE SKULL...UNTIL FURY COMES UP WITH SOMETHING!

IF I GO INSIDE, I'LL PROBABLY NEVER WALK OUT ALIVE! STILL, I'LL BE BUYING PRECIOUS TIME FOR SHIELD!

NO DOUBT ABOUT IT...I HAVE TO DO THE SKULL'S BIDDING!

WAIT...THAT NOISE...ABOVE ME!

NO...GET BACK, YOU FOOLS! STAY AWAY!

FEMME FORCE--! ATTACK!

STOP... YOU MUSTN'T!

ZZAKK!

TOO LATE! THEY'VE ALREADY ATTACKED! NO WAY I CAN CONTACT THEM TO MAKE THEM--! THE STAIRS... RECEDING BACK INTO THE SLEEPER!

HAVE TO GET INSIDE...ONLY CHANCE WE HAVE...AND ONLY WAY IS TO...

...LEAP!

SCHWEINHUNDS! YOU DARE TO DOUBT ME?!

THEN THERE WILL BE NO MORE WARNINGS! NOW...THE SLEEPER STRIKES!

I WILL APPLY *FULL THROTTLE* ...AND THE SLEEPER WILL NOT *HALT*...

...UNTIL AMERICA LIES IN *RUIN!*

IT'S MOVING *FORWARD*... TOWARD THE *CITY!* ACTIVATE *PLANE A-5!* WE HAVE TO *STOP* IT!

*ZZZ

REFUSE?!!

THEN... DIE!!

ZAT!

WHILE, DEEP WITHIN THE BOWELS OF THE ROLLING COLOSSUS...

UUNNNHH!

SOUND THE ALARM!

IT'S... CAPTAIN AMERICA!

HOLD HIM OFF! THE RED SKULL IS BEING NOTIFIED!

THAT WON'T BE NECESSARY! A SINGLE BLAST FROM THE MOLECULAR SYNTHESIZER WILL FINISH HIM!

BRAK!

HIS SHIELD STOPPED THE BLAST...BUT REINFORCEMENTS ARE COMING!

WHOK!

THEY'D BETTER BE...BECAUSE YOU'LL NEED ALL THE HELP YOU CAN GET!

LET'S RUSH 'IM! HE AINT GOT BUT TWO ARMS... AND WE GOT SIX!

TRUE ENOUGH... BUT LOGIC DOESN'T STAND FOR MUCH AGAINST ME!

OH, NO?! THEN HOW ABOUT SHEER, BRUTE STRENGTH?!

IT'S NOT BAD...

...BUT IT HARDLY MAKES UP FOR GYMNASTIC ABILITY...

AND A KNOWLEDGE OF TACTICS!

I THINK THIS SHOULD HELP YOU GET THE PICTURE!

...AND HOPEFULLY HELP ME GET TO THE SKULL...BEFORE THE SLEEPER REACHES LAS VEGAS!

BLUE LEADER TO SQUADRON... TARGET BELOW...

...ATTACK!

"BUT IF NOT, PARALYZING EVERY CITIZEN OF A MAJOR CITY WILL SURELY CONVINCE THEM!"

BLUE LEADER TO BASE! TARGET... INVINCIBLE! BLUE TWO AND THREE LOST!

BLUE LEADER... COMING BACK TO ROOST! OVER AND OUT!

HOW COULD THEY BE SO STUPID... ATTACKING WITH ORDINARY AIRCRAFT... AND ARMORED CARS!

SURELY NOW THEY'LL REALIZE...THAT THE BATTLE IS ENDED!

AND, SECONDS LATER, PANDEMONIUM RULES IN THE MONTE CARLO OF THE WESTERN HEMISPHERE...AS THE SLEEPER'S DEADLY NERVE GAS INSTANTANEOUSLY BEGINS TO REAP A GRISLY TOLL...

RETREAT! WE HAVE TO GET GAS MASKS... THEN FIND A SPOT TO MAKE A STAND!

WHILE, ABOVE THE SHIELD HELI-CARRIER, A GRIM NICK FURY WATCHES THE HOLO-CAUST HELPLESSLY...

IT'S CLOBBERIN' EVERYTHING WE THROW UP AGAINST IT...

...AND WE WON'T GET THERE FOR ANOTHER HOUR!

THAT MAY WELL BE FAR TOO LATE, COLONEL! IF THE GAS IS WHAT WE SUSPECT IT TO BE...

...THE ENTIRE POPULATION OF THE CITY MAY BE WIPED OUT WITHIN A MATTER OF MINUTES!

THANKS FOR THE GOOD NEWS. BUT THERE'S ONE FACTOR YOU AINT COUNTIN' ON...AND IT GOES BY THE NAME'A CAPTAIN AMERICA!

BEEN CLIMBING SO LONG... THIS MUST BE THE TOP!

AND THAT GUARD...DOOR MUST LEAD TO THE MASTER CONTROL ROOM!

WOK!

FINALLY GUESSED RIGHT! THERE'S THE SKULL... AND HERE COMES THE SHOWDOWN!

I DIDN'T EXPECT YOU TO *GET* THIS FAR...BUT COME NO *FARTHER*...LEST A CITY *DIE!*

CAP MUST NOT'VE REACHED THE *CONTROL ROOM* YET! SLEEPER'S STILL *MOVING!*

KKAAA

THAT MEANS IT'S UP TO US TO *STOP* IT! GO LOOK FOR AN *OPENING*, REDWING...WHILE I DO *MY* THING!

CLAMP TOOK *HOLD!* NOW IT'S ON TO THE *TOP*...

...IF THE SKULL DOESN'T *SPOT* ME BEFORE I *MAKE IT!*

KAAA! KAAA!

MEANWHILE, I JUST KEEP MAKIN' FOR *UPSTAIRS*... AND HOPE I GET THERE IN *TIME!*

YOUR FATE IS *SEALED*, CAPTAIN AMERICA! YOU'VE DEFEATED THE FORCES OF NAZISM FOR THE *LAST* TIME!

NOW... PREPARE TO *DIE!*

YOU *FIND* SOMETHING, BABY?! THEN GET IN... AND FIND *CAP!* NO MATTER WHAT...YOU *HAVE* TO FIND CAP!

I NOW *EXECUTE* THIS LONGTIME ENEMY OF THE FATHERLAND IN THE NAME OF OUR BELOVED *FUEHRER*...

...*HEIL HITLER!!*

KA AAAA

WHUMP!

THE *CONTROLS*, REDWING! HIT THE BUTTONS UNTIL THE *VISUAL SLITS* OPEN!

SCHWEINHUND! YOU WILL *NEVER* STOP THE SLEEPER... NO MATTER *WHAT* HAPPENS TO ME! =*UUNNNHHH!*=

ANY MACHINE CAN BE STOPPED...ONCE YOU'VE DONE AWAY WITH THE HUMAN INTELLIGENCE *BEHIND* IT!

RIGHT ON, CAP! AND IT LOOKS LIKE YOU'VE *TAKEN CARE* OF--*WATCH IT!* THE SKULL *SLIPPED!*

TOO LATE! HE MUST'VE HIT A *SLICK SPOT* ON THE FLOOR...CAUSED HIM TO TOPPLE THROUGH THE *REAR* VISUAL SLIT!

YIEEEEEE

NO NEED TO SEND FOR AN AMBULANCE FOR *HIM!* BETTER CONCENTRATE ON *FINISHING* THIS CONTRAPTION!

THERE IT *IS!* IF WE SMASH ALL THE *CONTROL PANELS*...IT'S BOUND TO *SHORT-CIRCUIT!*

THEN, A FEW THOUSAND SMASHED CIRCUITS LATER, GIVE OR TAKE A FEW...

IT'S STOPPED *ROLLING*...BUT I DON'T LIKE THE LOOKS OF THAT *SMOKE!*

IF YOU'RE TRYIN' TO TELL ME IT'S GONNA *BLOW*... I *READ* YOU, MAN!

AND, NO SOONER HAVE CAP AND THE FALCON REACHED THE DESERT FLOOR AND STARTED TO RUN THAN--

EAT SOME DIRT! IT MAY BE THE LAST THING WE EVER TASTE!

...WELL, YOU HEROES DON'T LOOK ANY WORSE OFF, AFTER A GOOD DOSE OF SMELLING SALTS!

NAH...THE BLAST JUST STUNNED US! GUESS WE'RE GONNA PULL THROUGH!

THANK HEAVENS! AND, ON BEHALF OF MY EMPLOYER, MR. HAROLD HOWARDS, LET ME THANK YOU FOR ALL YOU'VE DONE!

THE KINGPIN HAS RELEASED HIM, OF COURSE...THANKS TO YOU...AND YOU'VE ALSO SAVED HIS CITY!

ALL THE KUDOS GO TO MY PARTNER HERE...AND HIS FINE FEATHERED FRIEND! I'D NEVER HAVE MADE IT WITHOUT THEM!

ALL THIS PRAISE JIVE'S MAKIN' ME ITCHY...SO I THINK WE'LL SPLIT! GLAD TO'VE BEEN OF HELP, CAP! SEE YA IN HARLEM!

YOU KNOW IT, FRIEND...AND MAYBE SOONER THAN YOU THINK!

IT WAS OUTTASITE WORKIN' WITH CAP AGAIN...

BUT MY JOB'S IN THE GHETTO...HELPIN' MY PEOPLE! STILL, IF CAP WANTS TO GIVE ME SOME HELP NOW AND THEN...

NEXT: ...AND THEN...?

Cover from *Captain America Annual* #2, January 1972
(reprinting *Tales of Suspense* #72-74 and *Not Brand Echh* #5)

CAPT. AMERICA SPECIAL

MARVEL COMICS GROUP™

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CAPTAIN AMERICA™

SPECIAL

THE FINAL SLEEP!

Captain America #137 house ad
(from May 1971 titles)

Captain America #139 house ad
(from July 1971 titles)

Captain America #139 cover rough
by John Romita

BIOGRAPHIES

STAN LEE

Stanley Lieber was born in New York City in 1922, the oldest son of Jewish immigrants from Romania. Upon an early graduation from high school, Stan was thrust out into the post-Depression wartime economy. Through family connections, he was able to land a job with Martin Goodman's comic-book publishing start-up, Timely Comics, as an assistant editor. His youthful aspiration was to one day write the "Great American Novel," so when his first professional writing job came, in the form of a humble two-page text story in *Captain America Comics* #3, he adopted a pseudonym: Stan Lee. This way, he could reserve his real name for that novel-to-be.

But the world of comics managed to keep Stan Lee constantly employed. His proficiency on the job got him the position of managing editor at an extremely young age. He graduated from simple text pieces to full-length stories in *All-Winners*, *USA Comics*, and other Timely anthologies. His tenure in the '50s saw him expand the company (now called Atlas Comics) output to include more genre experimentation, with westerns, war, horror and crime comics.

All this activity was a prelude to the Marvel Age of Comics, ushered in under the auspices of Stan Lee and a small stable of artists topped off by the formidable talents of Jack Kirby and Steve Ditko. Responding to Martin Goodman's challenge to do something to find a way to revitalize dwindling sales, Stan figured he would co-opt the successful super-hero revival at competitor DC Comics and add his own magic to the mix: Instead of being perfect invulnerable champions, Stan's Marvel Age heroes would be normal, fallible, imperfect people, forced to cope with their newfound superhuman traits just like the average person might.

Stan's innovation sent shock waves through the comics industry, and within a few years, Marvelmania was taking hold: unlike other fads of the time, it wasn't letting go. Under his direction, creations like Fantastic Four, Spider-Man, Iron Man, Thor, Doctor Strange and Incredible Hulk flourished in the shared universe they inhabited. Stan developed the idea that these larger-than-life heroes would meet each other in crossovers from title to title, thus exploding the story possibilities for the kids who became eager fans.

In addition to bringing a new twist to the life of the super hero, Stan also brought the reader inside Marvel's "Batty Bullpen," creating a sense of camaraderie and special membership. His friendly and enthusiastic banter in letters pages, house ads, and Bullpen Bulletins brought Marvel Comics to a level of familiarity with their fans that had kids and college students proudly professing themselves to be "True Believers."

At one time, Stan wrote virtually every comic that appeared from Marvel during the 1960s. But when he was promoted to Publisher in 1971, his writing had to take a backseat, and by the mid-'70s, he semi-retired from scripting duties. Over the years, Stan has returned to write scripts for the odd single issue or series, focusing on Marvel's ventures into television and movie development. To this day, he remains Marvel Comics' single greatest ambassador to the world.

JOHN ROMITA

Without question one of the most loved and influential artists to grace the pages of Marvel Comics, John Romita was born in 1930 and, fresh out of a fine arts high school, quickly joined the ranks of comic book artists. As was typical of many of his peers, John drew for Atlas, the 1950s incarnation of Marvel Comics, across the many war, Western, horror, and jungle-girl genres published by Martin Goodman. Of special note during this time was John's work on the 1953-54 Commie-smashing revival of Captain America.

As the 1960s dawned, John was for the first time drawing comics for an employer other than Marvel. At DC, he was working exclusively behind the boards of their many romance comics, like *Secret Hearts, Girls' Love Stories,* and *Young Love.* It wasn't until 1966 that he returned to Marvel comics and the super-hero genre in the pages of *Daredevil* #12-19, but that run's main legacy in John's career wasn't drawing Daredevil. Indeed, it was a guest appearance by a certain friendly neighborhood wall-crawler that would be pivotal for both John and comic-book readers worldwide.

After doing such a confident rendering of Spider-Man in the pages of *Daredevil,* it was an easy choice to tap John Romita as the new artist on what was fast becoming Marvel's most important title—*The Amazing Spider-Man.* After a few issues struggling in the mold of Spidey co-creator Steve Ditko, John came into his own—and how! With a bold style regarded as one of the most iconic in comic-book art, John developed a look for Peter Parker and his world that would define the character for years to come. His more muscular and firm figure drawings added a bolder flair to the tone of the book, and his years of drawing beautiful women in DC's romance books paid off big-time with definitive renderings of Gwen Stacy and the introduction of Mary Jane Watson.

For the better part of the next seven years, John drew *The Amazing Spider-Man* (spelled at times by Gil Kane), but that's not the only character he drew for Marvel! He did a brief run on *Fantastic Four,* being the first to draw the book after Jack Kirby's 103-issue tenure, and also drew an acclaimed run on *Captain America* #138-145.

It was about this time when John was anointed art director for Marvel. Once Stan Lee was elevated to publisher, he knew there was only one artist who could help streamline the look and feel of the new age of Marvel Comics in the 1970s, and that was Jazzy John! Though his responsibilities kept him from drawing a monthly series, John still drew countless covers, crafted the look of characters from the Punisher to Wolverine, designed the

Spider-Man balloon for the Macy's Thanksgiving Day Parade, and took to training the next generation of comic-book artists in Marvel's Art Department, known as Romita's Raiders.

To this day, though semi-retired, John steps up to the drawing board to lend his mastery of the medium to the occasional cover or story. Beyond that, though, the Romita legacy is in safekeeping with John Romita, Jr., who is now much like his father was at the height of his career—setting the tempo for the visual look of Marvel Comics.

GARY FRIEDRICH

The early days of Gary Friedrich's life as a comics writer has a similar arc to that of teenage pal Roy Thomas, and while he may not have had as long a career that his friend and fellow fan developed, he was still able make a significant contribution to Marvel, especially in the period during Stan Lee's transition from writer to Publisher. Hailing from the same Missouri environs as Roy Thomas, the pair befriended each other in their high school days and established a bond through their love of comics; for Gary, it was the super-hero revival taking place in late-50s DC Comics that first peaked his interest, but it was Stan Lee's Marvel Age of Comics that really inspired him. After Roy made the trip to New York City and got his own career started in earnest, he made it clear to his pal back in Missouri that there might be a job in comics waiting for him if he made the attempt. Shortly after getting off the bus from the Show Me State, Gary got his first work from Dick Giordano to write various Charlton comics, including *Blue Beetle* backup stories penciled by none other than Steve Ditko!

At the same time, he was able to pick up some work at Marvel, his first effort being the western *Ghost Rider*, a new series created in tandem with Dick Ayers and his pal, Roy Thomas. Other contributions during this time included other westerns like *Rawhide Kid* and *Two-Gun Kid*, as well as other non-superhero titles like *Captain Savage*—for which Gary wrote virtually the entire nineteen issue run—and *Sgt. Fury*, wherein he started a four-year run that saw him cautiously but profoundly merge a sense of social commentary and allegory into the long-running war title. Beyond his regular work on these titles, Gary was able to do spot writing on titles that were in transition between regular writers, including *X-Men*, *Incredible Hulk* and *Captain Marvel*.

The early '70s saw Gary behind the helm of Marvel's last new war title, *Combat Kelly*, but his most significant contribution of the era was taking place in the pages of the showcase title *Marvel Spotlight*. Not wanting a high-concept character name like Ghost Rider to languish after the western iteration had left newsstands, Gary took the name and, along with Roy Thomas and artist Mike Ploog, created the flaming skulled, chopper-riding Johnny Blaze, a tormented soul on the run from Satan himself! He wrote the first dozen stories featuring the iconic character, and in the meantime wrote a faithful adaptation of Mary Shelley's classic novel in the pages of *Monster of Frankenstein*. These were to be his last major contributions to Marvel.

After a stint with the short-lived Atlas/Seaboard company in the mid-'70s, and then a brief run writing *Captain Britain* stories for Marvel UK, Gary left the comics scene, though he is still a featured guest at various comics conventions.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, Sal quickly graduated to penciling. He drew long runs on Marvel books like *Captain America, Incredible Hulk, Thor* and *Peter Parker, The Spectacular Spider-Man*, and was also behind establishing the visual look for the early issues of *Defenders, ROM* and *New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and '80s and into the '90s. In 1988 he returned to art chores for *Peter Parker*, and over the next ten years set the all-time record for an artist penciling consecutive issues of a Marvel title, providing pencils for all monthly issues from #134 through #238 (and inking the vast majority as well!) Though primarily known for his pencils, he also inked quite a bit, too: one of his first jobs in comics was inking his brother's work on the all-time classic *Silver Surfer #4*! Even though he retired from full-time work in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

GENE COLAN

Gene "The Dean" Colan spent his decades as a comic artist honing a unique style that relied on realistic figure drawing and moody shadows. At a time when the norm lent itself to more abstracted cartooning, Colan helped broaden the aesthetic range of what comics could look like.

Born in Brooklyn in 1926, Gene had always had an interest in drawing, and he took up studies at the Art Students League of New York. Gene served his country in World War II in the Philippines, and though this delayed his art career, it eventually paid off with a solid acumen at drawing realistic scenes of warfare in the stories he would draw for DC Comics (*Our Army at War, All-American Men at War*) and the pre-Marvel Atlas Comics titles (*Battle, Marines in Battle, Navy Combat*). Over the next fifteen years, Gene would continue to do genre work on war, romance, and sci-fi comics, as well as licensed characters like *Hopalong Cassidy*.

But when the super-hero genre broke wide open again in the 1960s, Gene was ready to take it on with gusto. Under the pseudonym Adam Austin, he was hired to draw Marvel Comics super heroes, including Namor, the Sub-Mariner in the pages of *Tales to Astonish* and Iron Man in *Tales of Suspense*. In these two cases, Gene's stories were matched opposite the work of other Marvel artists who were drawing the exploits of the Hulk and Captain America, and Gene's mysterious and shadowy linework contrasted very effectively with the thick, slick drawings of contemporaries like Jack Kirby, John Romita and Bill Everett.

Gene moved on to draw a celebrated run on *Doctor Strange* with Roy Thomas, and a stint on *Captain America*, but the Silver Age Marvel character he is most often associated with is Daredevil, Marvel's Man Without Fear! Gene's *Daredevil* drawings were

steeped in fluid, athletic grace, and his tenure on the title saw him visually flesh out the contradictions between the unflinching heroism of Matt Murdock and the world of darkness that he lived in. Gene would draw nearly every issue of *Daredevil* across an 80-issue run leading to #100, but he also drew a small handful of issues right before Frank Miller would come on board to great acclaim, Miller's *Daredevil* naturally owing a great debt to the already established visual precepts of the Colan era.

During the rest of the 1970s, Colan displayed the diversity of his talents drawing Steve Gerber's satirical *Howard the Duck* series and the vampire/horror series *Tomb of Dracula*. The latter was drenched in the style that Colan had evolved over the years and which reached its zenith in the service of Marvel's version of Count Dracula. He drew the entire 70-issue run.

Gene worked steadily into the '80s, once again drawing *Doctor Strange* for Marvel and also doing work for DC, including *Phantom Force*, *Silver Blade* and extensive work drawing the Dark Knight in the pages of *Detective Comics* and *Batman*. In 2005, Gene was ushered into the Will Eisner Hall of Fame, earning well-deserved acclaim from the industry he helped popularize. In 2009, Gene returned to the pages of *Captain America* to draw a double-sized WWII-based epic that would win the 2010 Eisner Award for Best Single Issue. It would prove to be his last major work in comics, as he passed away in 2011 at the age of 84.

GIL KANE

A gentleman and true master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles, and dynamic action present in every page gave Kane's work a language all its own. A language that reflected what to him were twin components of any drawing: grace and power, both irreducible elements of his style.

Gil Kane was born to parents who were Jewish émigrés, in this case from Latvia. Born in 1926 as Eli Katz, his family moved to Brooklyn, NY, three years later. He studied art in high school but left school when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics), the publisher of *The Shield*. He would also do spot work for the other studios, but with WWII roaring, the young man enlisted in the army and served in the Pacific theater.

Upon his return, he permanently adopted the pseudonym Gil Kane, and got back to the business of creating comics. By the late '50s, when the Silver Age super-hero revival was slowly inching out of quiescence, Kane truly began to make his mark, and in so doing, created what many feel to be the definitive take on the Green Lantern in the pages of *Showcase*. To fill in time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

But it wasn't only DC he worked for, as he would also be turning in pages for Marvel Comics, becoming the first artist to have work bearing his name published simultaneously by both companies. His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Gil represented some of his finest work to date.

He would make waves as he settled into his run as penciler of *Amazing Spider-Man* with the notorious "drug issues" from #96-98, which were the first comics of the day to eschew the Comics Code in order to tell a hard-hitting story highlighting the negative effects of drug use. A few years later, Gil Kane was also behind the drawing board for the pivotal "Death of Gwen Stacy" issues of *Amazing Spider-Man*.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering countless iconic cover images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Gil gave life to their newly interpreted version of Adam Warlock, and co-created comics' first kung-fu action hero, Iron Fist.

Always searching to expand the audience, format and sophistication of comic art, Kane conceived and illustrated the independent graphic novel, *Blackmark* in 1971, considered by many to be the first American graphic novel. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Gil's work appeared regularly up to the year 2000 with brief stops in the '70s and '80s, as he dabbled in TV animation. He was ushered into the Eisner Hall of Fame in 1997, and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

GRAY MORROW

A master-craftsman known for his realistic style, Dwight Graydon "Gray" Morrow broke into the comics industry drawing anonymously for Classics Illustrated before making his mark across a variety of genres during the 1950s. It was his cover illustrations outside comics for sci-fi digests and paperbacks in the early '60s that helped set him apart from other artists. When he returned to comics in 1964, his primary workload came from Jim Warren's line of black-and-white horror mags, specifically *Eerie*, *Creepy* and *Blazing Combat*. An early favorite of comics fandom, Morrow was nominated for the Hugo Award for Best Professional Artist three years running in the late '60s. Despite his accomplished illustration skills, his assignments at Marvel and DC were few in the '70s and '80s. He notably illustrated the first Man-Thing story in *Savage Tales* #1 and created perhaps his best work for the 1978 graphic novel, *The Illustrated Roger Zelazny*. Morrow was continually busy in syndicated cartoons, drawing the Tarzan Sunday strip from 1983 through 2001, the year of his death after an extended battle with Parkinson's disease.

Biographical material researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS LIBRARY

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CAPTAIN MARVEL VOLS. 1-4
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DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-2
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IRON FIST VOL. 1
MARVEL TEAM-UP VOL. 1
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
RAWHIDE KID VOLS. 1-2
SGT. FURY VOLS. 1-3
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-4
THE MIGHTY THOR VOLS. 1-11
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

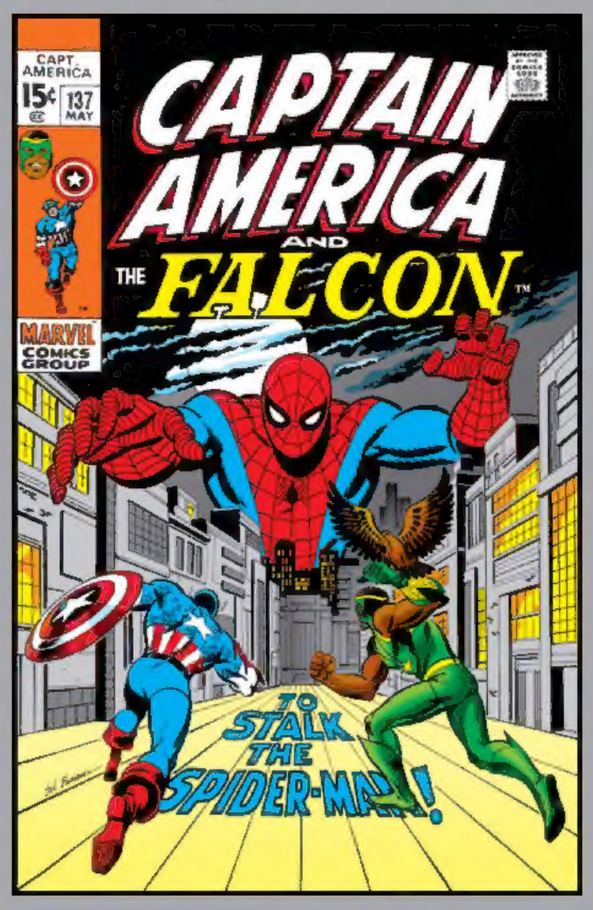
At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-5
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-6
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-3
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-2
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-5
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-3
ATLAS ERA VENUS VOL. 1



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IT'S THE MOST CATACLYSMIC CLIMAX OF ALL WHEN CAP AND THE FEMME FORCE ARE---
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"THE FIFTH SLEEPER!

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